

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☐
(highlight changes)

APPLICATION FOR PERMIT TO DRILL

1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>		5. MINERAL LEASE NO: 14-20-H62-5500(EDA)	6. SURFACE: FEE
B. TYPE OF WELL: OIL <input checked="" type="checkbox"/> GAS <input type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		7. IF INDIAN, ALLOTTEE OR TRIBE NAME: Ute	
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		8. UNIT or CA AGREEMENT NAME: N/A	
3. ADDRESS OF OPERATOR: RT. 2 BOX 7735 CITY ROOSEVELT STATE UTAH ZIP 84066		9. WELL NAME and NUMBER: LC TRIBAL 12-34-46	
PHONE NUMBER: (435)722-1325		10. FIELD AND POOL, OR WILDCAT: LAKE CANYON	
4. LOCATION OF WELL (FOOTAGES) 537956 X 44374234 40.088139 AT SURFACE: 2059' FSL, 877' FWL - 110.554775 AT PROPOSED PRODUCING ZONE: SAME AS ABOVE		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: (NW/SW) SEC. 34, T.4S., R.6W. U.S.B.&M.	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 13.2 MILES FROM DUCHESNE, UTAH		12. COUNTY: DUCHESNE	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 877'	16. NUMBER OF ACRES IN LEASE: 80.00	17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 40	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) N/A	19. PROPOSED DEPTH: 6120'	20. BOND DESCRIPTION: RLB0005651	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 7349' GR	22. APPROXIMATE DATE WORK WILL START: REFER TO BPC SOP PLAN	23. ESTIMATED DURATION: REFER TO BPC SOP PLAN	

24.

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT
12 1/4	8 5/8 J-55 STC 24#	300'	TYPE III + ADDITIVES 130 SX 1.43 CF/SK 14.3 PPG
7 7/8	5 1/2 J-55 LTC 15.5#	6120'	HI-FILL MODIFIED+ADDITIVES 266 SX 3.43 CF/SK 11.0 PPG
			65/35 POZ+6% GEL+3% KCL+ADDITIVES 216 SX 1.91 CF/SK 13.0 PPG
			NOTE: ACTUAL VOLUMES PUMPED WILL BE CALIPER HOLE VOLUME+25% EXCESS

25.

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES:

- ☒ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER
☒ EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER

- ☒ COMPLETE DRILLING PLAN (BPC SOP ON FILE WITH STATE)
☐ FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER

NAME (PLEASE PRINT) **SHELLEY E. CROZIER** TITLE **REGULATORY & PERMITTING SPECIALIST**
SIGNATURE **Shelley E. Crozier** DATE **03/16/07**

(This space for State use only)

API NUMBER ASSIGNED: **43-013-33590**

Approved by the
Utah Division of
Oil, Gas and Mining
APPROVAL:

RECEIVED
MAR 20 2007

DIV. OF OIL, GAS & MINING

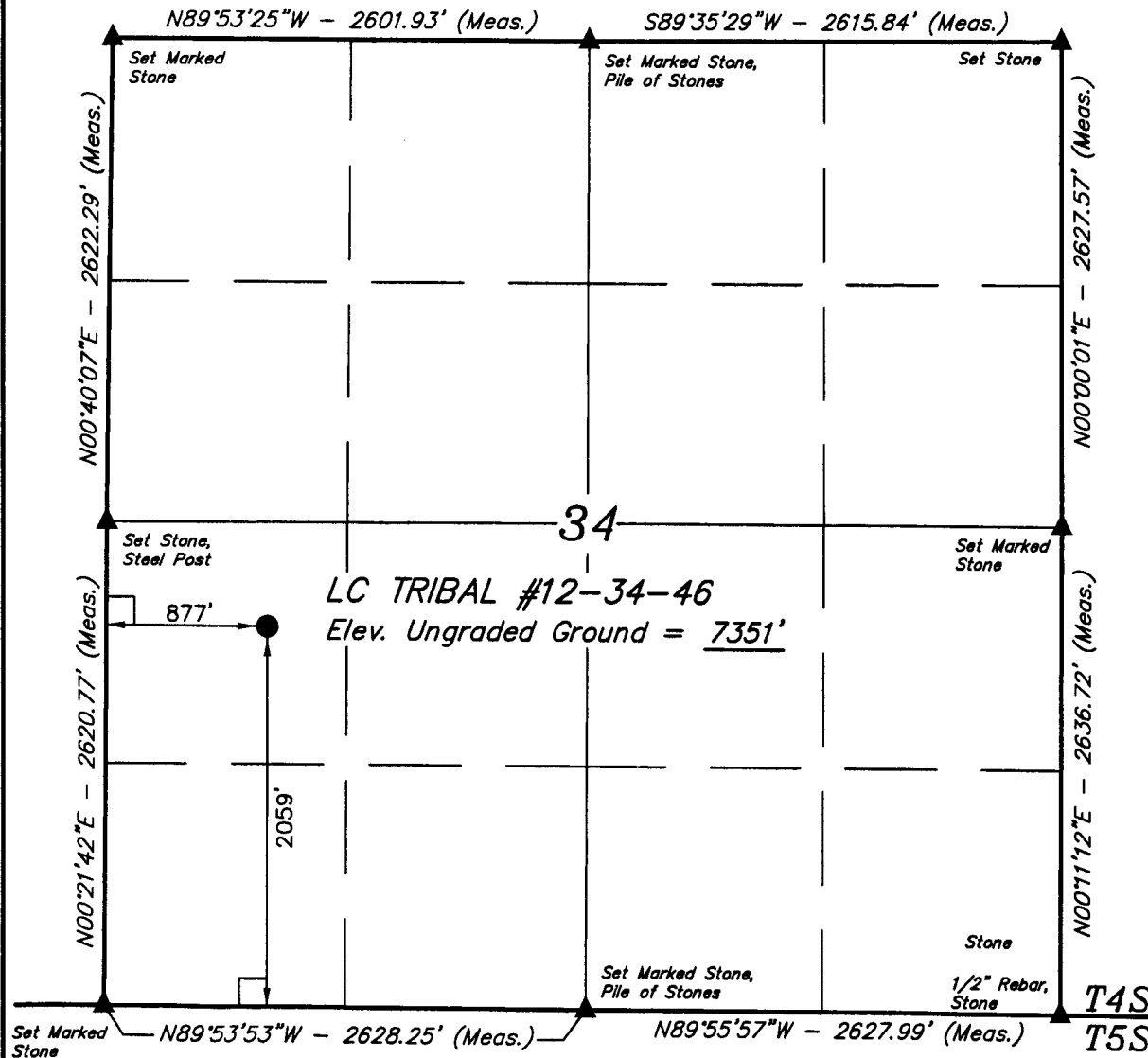
(11/2001)

Federal Approval of this
Action is Necessary

(See Instructions on Reverse Side)

Date: **03-21-07**
By: **[Signature]**

T4S, R6W, U.S.B.&M.



LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

(NAD 83)
LATITUDE = 40°05'17.36" (40.088156)
LONGITUDE = 110°33'19.45" (110.555403)
(NAD 27)
LATITUDE = 40°05'17.51" (40.088197)
LONGITUDE = 110°33'16.89" (110.554692)

BERRY PETROLEUM COMPANY

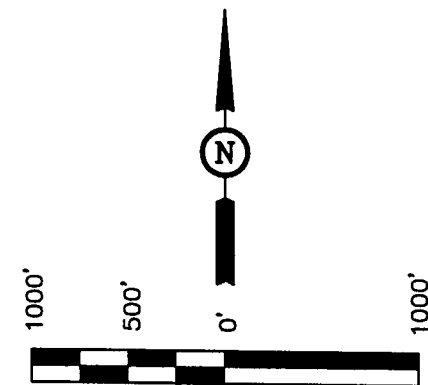
Well location, LC TRIBAL #12-34-46, located as shown in the NW 1/4 SW 1/4 of Section 34, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M. TAKEN FROM THE DUCHESNE SE QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.

BASIS OF BEARINGS

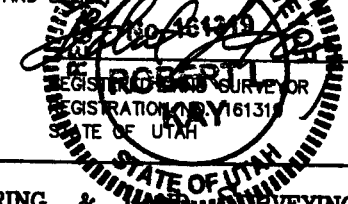
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME AND UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



UINTAH ENGINEERING & SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 10-16-06	DATE DRAWN: 01-30-06
PARTY D.R. N.M. D.R.B.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE BERRY PETROLEUM COMPANY	

SELF-CERTIFICATION STATEMENT

The following self-certification statement is provided per federal requirements dated June 15, 1988.

Please be advised that Berry Petroleum Company is considered to be the operator of the following well.

LC Tribal 12-34-46
NW 1/4, SW 1/4, 2059' FSL 877' FWL, Section 34, T. 4 S., R. 6 W., U.S.B.&M.
Lease 14-20-H62-5500 (EDA)
Duchesne, County, Utah

Berry Petroleum Company is responsible under the terms of the lease for the operations conducted upon the lease lands.



Shelley E. Crozier
Regulatory & Permitting Specialist
Berry Petroleum Company
4000 South 4028 West
Route 2, Box 7735
Roosevelt, Utah 84066
435-722-1325

BERRY PETROLEUM COMPANY

LC Tribal 12-34-46

Surface location NW 1/4, SW 1/4, 2059' FSL 877' FWL, Section 34, T. 4 S., R. 6 W., U.S.B.&M.
Duchesne County, Utah

ONSHORE ORDER NO. 1

DRILLING PROGRAM

1,2 Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

<u>Formation</u>	<u>Depth</u>
Uinta	surface
Green River	1,700'
Green River Upper Marker	2,013'
Mahogany	2,620'
Tgr3 Marker	3,703'
Douglas Creek	4,472'
*Black Shale	5,187'
*Castle Peak	5,445'
Uteland Butte Ls.	5,765'
Wasatch	6,018'
TD	6,120'
Base of Moderately Saline Water (less than 10,000 ppm)	2,246'

***PROSPECTIVE PAY**

3 Pressure Control Equipment : (Schematic Attached)

The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc. A 2M system will be utilized. The attached diagram depicts the use of an annular in conjunction with double rams. However, an annular, double rams or both may be used depending on the drilling rig contracted. Chart recorders will be used for all pressure tests.

Test charts, with individual test results identified, shall be maintained on location while drilling and shall be made available to representative upon request.

The anticipated bottom hole pressure will be less than 3,000 psi.

Depth Intervals

BOP Equipment

0 – 300'

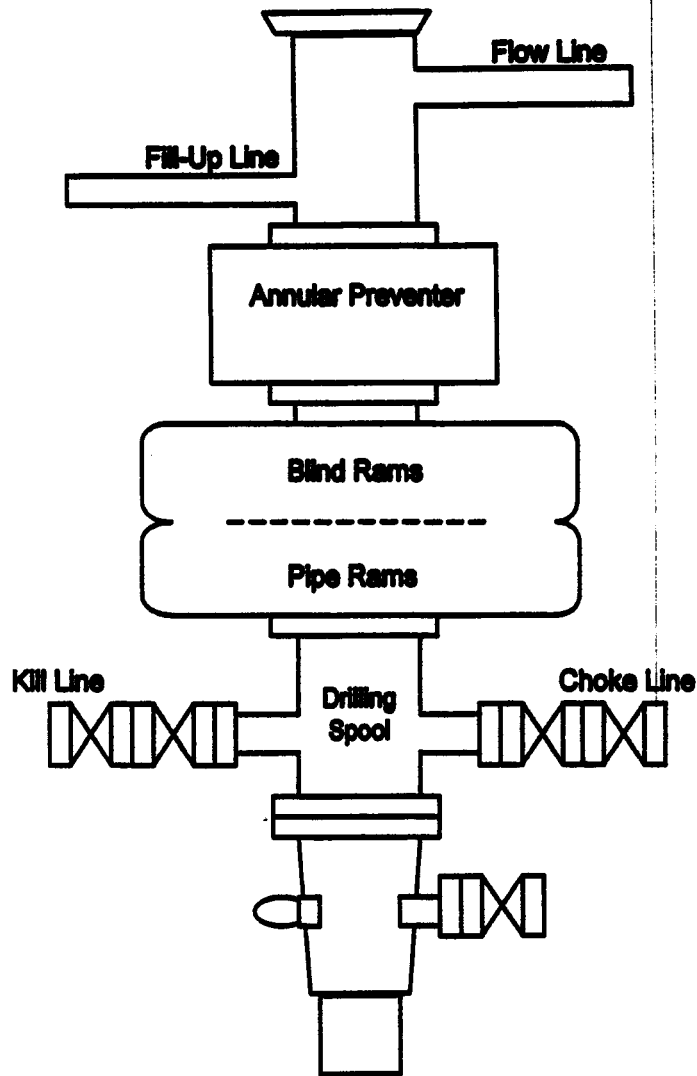
No Pressure Control

300 – 6120'

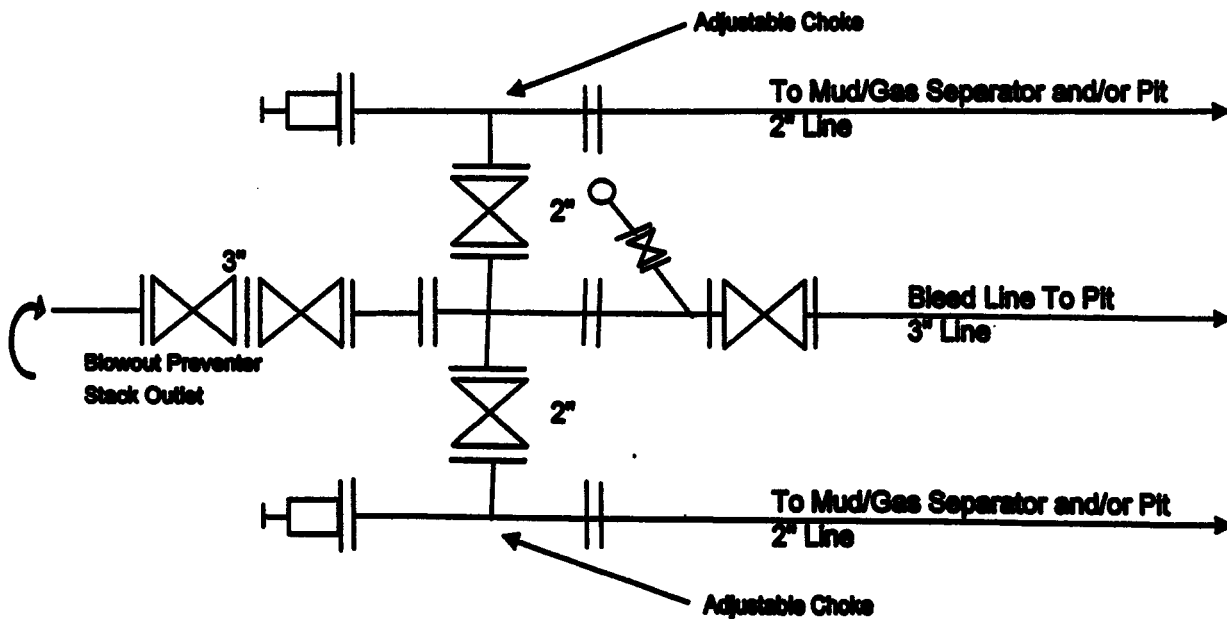
9" 2000# Ram Type BOP
9" 2000# Annular BOP

September 15, 2003

BOP Diagram



2,000 PSI Choke Manifold Equipment



Berry Petroleum Company
 Drilling Program
 LC Tribal 12-34-46
 Duchesne County, Utah
 Page Two

4 Proposed Casing and Cementing Program

The proposed Casing Program will be as follows:

<u>Purpose</u>	<u>Depth</u>	<u>Hole Size</u>	<u>Casing Size</u>	<u>Type</u>	<u>Connection</u>	<u>Weight</u>
Surface	300'	12 1/4"	8-5/8"	J-55	ST&C	24#
Production	6120'	7-7/8"	5-1/2"	J-55	LT&C	15.5#

<u>Surface</u>	<u>Fill</u>	<u>Type & Amount</u>
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SEE ATTACHED CEMENT PROCEEDURES

<u>Production</u>	<u>Type & Amount</u>
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SEE ATTACHED CEMENT PROCEEDURES

For production casing, actual cement volumes will be determined from the caliper log plus a minimum of 25% excess.

5 Drilling Fluids Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss</u>	<u>Remarks</u>
0' - 300'	8.6	27	NC	Spud Mud or air
300'-6120'	8.6	27	NC	KCL Water

Berry Petroleum Company
Drilling Program
LC Tribal 12-34-46
Duchesne County, Utah
Page Three

6 Evaluation Program

Logging Program:	HRI-GR-SP with SDL-DSN-PE: surface casing to TD. Preserve samples from all show intervals.
Sampling:	10' dry cut samples: Douglas Creek to TD. Preserve samples From all show intervals.
Surveys:	As deemed necessary
Mud Logger:	As deemed necessary
Drill Stem Tests:	As deemed necessary
Cores:	As deemed necessary

7 Abnormal Conditions

No abnormal temperatures or pressures or other hazards are anticipated.

8 Anticipated Starting Dates and Notification of Operations

Drilling Activity:

Anticipated Commencement Date:	Upon approval of the APD.
Drilling Days:	Approximately 6 days.
Completion Days:	Approximately 7 days.

BERRY PETROLEUM COMPANY

LC Tribal 12-34-46

Surface location NW 1/4, SW 1/4, 2059' FSL 877' FWL, Section 34, T. 4 S., R. 6 W., U.S.B.&M.
Duchesne County, Utah

ONSHORE ORDER NO. 1

MULTI POINT SURFACE USE & OPERATIONS PLAN

1 Existing Roads

To reach the Berry Petroleum Company well, LC Tribal 12-34-46, in Section 34-T4S-R6W:

Start in Duchesne, Utah. Proceed southwest on US Highway 191. Travel southwest 3.5 miles. Turn west and proceed 6.6 miles. Turn south and proceed 3.1 miles along the Skitzzy Road to the LC Tribal 12-34-46 access road. Turn east and go 90' feet to the LC Tribal 12-34-46 location.

The existing oilfield service road may need some surface material to prevent or repair holes in the road due to heavy truck traffic during the drilling and completion operation. If repairs are made the operator will secure material from private sources.

Please see the attached map for additional details.

2 Planned Access Road

See Topographic Map "B" for the location of the proposed access road.

3 Location of Existing Wells

See Topographic Map "C" for the location of existing wells within a 1mile radius.

4 Location of Tank Batteries, Production Facilities and Production Gathering and Service Lines

All permanent (on site for six months or longer) structures constructed or installed will be painted a flat, non-reflective, earth tone color to match one of the standard environmental colors, as determined by the five state Rocky Mountain Inter-Agency Committee. All facilities will be painted within six months of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) will be excluded. The required paint color is desert brown (10YR 6/4) unless otherwise designated by the Authorized Officer.

A containment dike will be constructed completely around those production facilities which contain fluids (i.e., production tanks, produced water tanks). This dike will be constructed of compacted subsoil, be impervious, hold 100% of the capacity of the largest tank. The site specific APD will address additional capacity if such is needed due to environmental concerns. The use of topsoil for the construction of dikes will not be allowed. If a Spill Prevention, Control, and Countermeasure (SPCC) Plan is required by the Environmental Protection Agency, the containment dike may be expanded with the Authorized Agency Officer's approval to meet SPCC requirements.

A description of the proposed pipeline and a map illustrating the proposed route is attached.

All site security guidelines identified in Federal regulation 43 CFR 3126.7, will be adhered to. All off-lease storage, off-lease measurement, or commingling on-lease or off-lease production will have prior written approval from the Authorized Agency Officer.

Gas meter runs will be located approximately 100 feet from the wellhead. Where necessary, the gas line will be anchored down from the wellhead to the meter.

5 Location and Type of Water Supply

Water for the drilling and completion will be pumped or trucked from the Berry source wells located in Sec. 23, T5S, R5W or Sec. 24, T5S, R5W, permit # 43-11041, or from Douglas E. & Yordis Nielsen source well located in Sec. 12, T5S, R6W, permit # 43-1628, or from Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W or from East Duchesne Water, Arcadia Feedlot, Sec. 28, T3S, R3W or from Petroglyph Operating Company 08-04 Waterplant, Sec. 8, T5S, R3W.

6 Source of Construction Materials

All construction materials for this location site and access road shall be borrow material accumulated during construction of the location site and access road.

Additional gravel or pit lining material will be obtained from a private source.

The use of materials under Authorized Agency jurisdiction will conform with 43 CFR 3610.2-3.

7 Methods of Handling Waste Materials

Drill cuttings will be contained and buried in the reserve pit.

Drilling fluids, including salts and chemicals, will be contained in the reserve pit. Upon termination of drilling and completion operations, the liquid contents of the reserve pit will be used at the next drill site or will be removed and disposed of at an approved waste disposal facility within 180 days after drilling is terminated. Upon well completion, weather permitting (summer months), any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1.

Unless otherwise specified, the reserve pit will be constructed on the location and will not be located within natural drainages, where a flood hazard exists or surface runoff will destroy or damage the pit walls. The reserve pit will be constructed so that it will not leak, break, or allow discharge of liquids.

If it is determined at the onsite that a pit liner is necessary, the reserve pit will be lined with a synthetic reinforced liner a minimum of 12 millimeters thick, with sufficient bedding used to cover any rocks. The liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. Trash or scrap that could puncture the liner will not be disposed of in the pit.

Reserve pit leaks are considered an unacceptable and undesirable event and will be orally reported to the Authorized Agency Officer.

After first production, produced wastewater will be trucked to one of the following approved waste water disposal sites: R.N. Industries, Inc. Sec. 4, T2S, R2W, Bluebell; MC & MC Disposal Sec. 12, T6S, R19E, Vernal; LaPoint Recycle & Storage Sec. 12, T5S, R19E, LaPoint or Water Disposal Inc. Sec. 32, T1S, R1W, Roosevelt, used in the operations of the field or, unless prohibited by the Authorized Officer, confined to the approved pit or storage tank for a period not to exceed 90 days. The use of such pit is hereby approved as part of this Application for Permit to Drill.

Production fluids will be contained in leak-proof tanks. All production fluids will be disposed of at approved disposal sites. Produced water, oil, and other byproducts will not be applied to roads or well pads for control of dust or weeds. The indiscriminate dumping of produced fluids on roads, well sites, or other areas will not be allowed.

Any spills of oil, gas, salt water, or other noxious fluids will be immediately cleaned up and removed to an approved disposal site.

A chemical portable toilet will be furnished with the drilling rig.

Garbage, trash, and other waste materials will be collected in a portable, self-contained, fully enclosed trash cage during operations. Trash will not be burned on location.

All debris and other waste materials not contained in the trash cage will be cleaned up and removed from the location promptly after removal of the completion rig (weather permitting).

Any open pits will be fenced during the operations. The fencing will be maintained with best efforts until such time as the pits are backfilled.

No chemicals subject to reporting under SARA Title III (hazardous materials) in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling, testing, or completing of wells. Furthermore, extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will not be used, produced, stored, transported, or disposed of in association with the drilling, testing, or completing of wells within these areas.

8 Ancillary Facilities

There are no ancillary facilities planned for at this time and none are foreseen in the future.

9 Wellsite Layout

The attached Location Layout diagram describes drill pad cross-sections, cuts and fills, and locations of the mud tanks, reserve pit, pipe racks, trailer parking, spoil dirt stockpile(s) and surface material stockpile(s)

10 Plans for Restoration of the Surface

The dirt contractor will be provided with approved copies of the Surface Use Plan prior to construction activities.

Upon well completion, within a reasonable time, the location and surrounding area will be cleared of all unused tubing, materials, trash, and debris not required for production.

Abandoned well sites, roads, and other disturbed areas will be restored as near as practical to their original condition. Where applicable, these conditions may include the re-establishment of irrigation systems, the re-establishment of appropriate soil conditions, and the re-establishment of vegetation as specified.

All disturbed areas will be re-contoured to the approximate natural contours.

Any drainage rerouted during the construction activities shall be restored to its original line of flow or as near as possible.

Prior to backfilling the reserve pit, the fence surrounding the reserve pit will be removed. The pit liner will be folded, torn, and perforated after the pit dries and prior to backfilling the reserve pit.

Before any dirt work associated with reserve pit restoration takes place, the reserve pit shall be as dry as possible. All debris in it will be removed. Other waste and spoil materials will be disposed of immediately upon completion of operations. The reserve pit will be reclaimed within 180 days from the date of well completion, weather permitting. Once reclamation activities have begun, the activities will be completed within 30 days.

After the reserve pit has been reclaimed, no depressions in the soil covering the reserve pit will be allowed. The object is to keep seasonal rainfall and runoff from seeping into the soil used to cover the reserve pit. Diversion ditches and water bars will be used to divert runoff as needed.

Prior to the construction of the location, the top 12 inches of soil material (if present) will be stripped and stockpiled. Placement of the topsoil is noted on the location plat attached. Topsoil shall be stockpiled separately from subsoil materials. Topsoil salvaged from the reserve pit shall be stockpiled separately near the reserve pit.

When restoration activities have been completed, the location site and new access road cuts and shoulders shall be reseeded. Prior to reseeding, all disturbed areas, including the old access road, will be scarified and left with a rough surface.

The Authorized Agency Officer shall be contacted for the required seed mixture. Seed will be broadcast and the amount of seed mixture per acre will be doubled. The seeded area will then be "walked" with a dozer to assure coverage of the seeds. The seed mixture will reflect the recommendation from the Archeology study done.

At final abandonment, all casing shall be cut off at the base of the cellar or 3 feet below final restored ground level, whichever is deeper, and cap the casing with a metal plate a minimum of

0.25 inches thick. The cap will be welded in place and the well location and identity will be permanently inscribed on the cap. The cap also will be constructed with a weep hole.

11 Surface Ownership

**Division of Wildlife Resources
1594 W. North Temple, Suite 2110
Salt Lake City, UT 84114-6301
1-801-538-4792**

12 Other information

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved Plan of Operations, and any applicable Notice to Lessees. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

The operator will control noxious weeds along access road use authorizations, pipeline route authorizations, well sites or other applicable facilities. A list of noxious weeds may be obtained from the Authorized Agency or the appropriate County Extension Office.

Drilling rigs and/or equipment used during drilling operations on this location will not be stacked or stored on administered lands after the conclusion of drilling operations or at any other time without authorization by the Authorized Agency Officer. If authorization is obtained, such storage is only a temporary measure.

Travel is restricted to only approved travel routes.

A class III archaeological survey will be conducted on all lands, unless landowner waives rights for archaeological survey. All personnel will refrain from collecting artifacts and from disturbing any significant cultural resources in the area. The operator is responsible for informing all persons in the area who are associated with this project that they may be subject to prosecution for knowingly disturbing historic or archaeological sites or for collecting artifacts. All vehicular traffic, personnel movement, construction, and restoration activities shall be confined to the areas examined, as referenced in the archaeological report, and to the existing roadways and/or evaluated access routes. If historic or archaeological materials are uncovered during construction, the Operator is to immediately stop work that might further disturb such materials and contact the Authorized Agency Officer.

Within five working days, the Authorized Agency Officer will inform the operator as to:

Whether the materials appear eligible for the National Historic Register of Historic Places;

The mitigation measures the operator will likely have to undertake before the site can be used (assuming in-situ preservation is not necessary); and,

The time frame for the Authorized Officer to complete an expedited review under 36 CFR 800.11 to confirm, through the State Historic Preservation Officer, that the findings of the Authorized Officer are correct and that the mitigation measures are appropriate.

If the operator wishes, at any time, to relocate activities to avoid the expense of mitigation and/or the delays associated with this process, the Authorized Agency Officer and/or the surface owner will assume responsibility for whatever recordation and stabilization of the exposed materials may be required. Otherwise the operator will be responsible for mitigation costs. The Authorized Agency Officer and/or the surface owner will provide technical and procedural guidelines for the conduct of mitigation. Upon verification from the Authorized Agency Officer that required mitigation has been completed, the Operator will then be allowed to resume construction.

All Surface Use Conditions of Approval associated with the Landowner Surface Use Agreement and Environmental Analysis Mitigation Stipulations will be adhered to.

All well site locations will have appropriate signs indicating the name of the operator, the lease serial number, the well name and number, the survey description of the well (either footages or the quarter/quarter section, the section, township, and range).

13 Operator's Representative and Certification

A) Representative

NAME: Shelley E. Crozier

ADDRESS: Berry Petroleum Company
4000 South 4028 West
Route 2, Box 7735
Roosevelt, Utah 84066

PHONE: 435-722-1325

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations and onshore oil and gas orders. The operator is fully responsible for the actions of its subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

The drilling permit will be valid for a period of one year from the date of approval. After permit termination, a new application will be filed for approval for any future operations.

B) Certification:

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drillsite and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge and belief, true and correct; and that the work associated with the operations proposed herein will be performed by Berry Petroleum Company and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

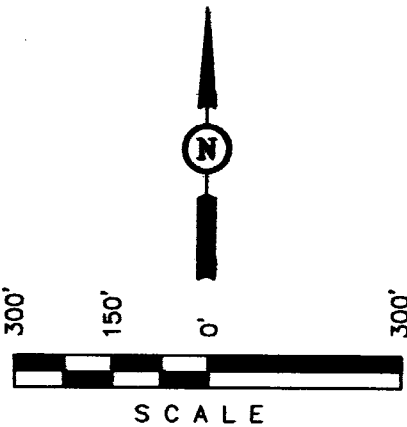
March 16, 2007
DATE

Shelley E. Crozier
Shelley E. Crozier
Regulatory & Permitting Specialist
Berry Petroleum Company

BERRY PETROLEUM COMPANY

LOCATION DAMAGE AREA &
CORRIDOR RIGHT-OF-WAY
ON STATE OF UTAH LANDS

(For LC TRIBAL #12-34-46)
LOCATED IN
SECTION 34, T4S, R6W, U.S.B.&M.
DUCHESNE COUNTY, UTAH



DAMAGE AREA DESCRIPTION

BEGINNING AT A POINT IN THE NW 1/4 SW 1/4 OF SECTION 34, T4S, R6W, U.S.B.&M. WHICH BEARS S52°09'43"E 877.71' FROM THE WEST 1/4 CORNER OF SAID SECTION 34, THENCE N08°02'08"W 75.37'; THENCE N81°57'52"E 350.00'; THENCE S08°02'08"E 260.00'; THENCE S81°57'52"W 230.00'; THENCE N67°46'45"W 138.92'; THENCE N08°02'08"W 114.63' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.993 ACRES MORE OR LESS.

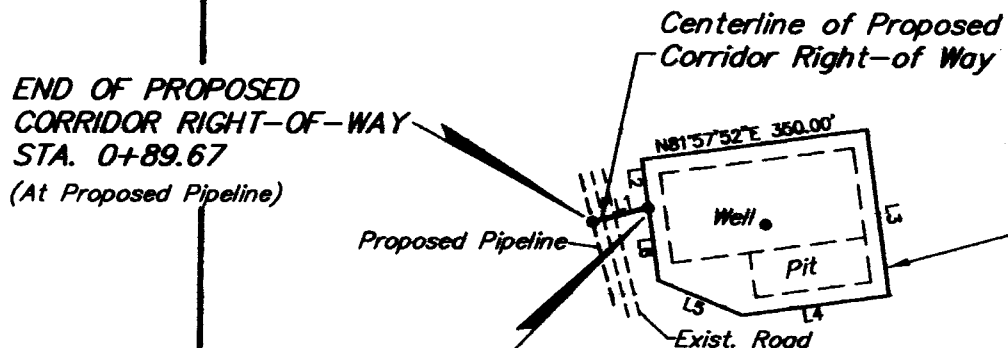
CERTIFIED
THIS IS TO CERTIFY THAT THE ABOVE MAP WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEY MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.
ROBERT E. KAY
REGISTERED LAND SURVEYOR
REGISTRATION NO. 1161319
STATE OF UTAH

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH - 200 EAST • (435) 789-1017
VERNAL, UTAH - 84078

SCALE 1" = 300'	DATE 11-11-06
PARTY D.R. N.M. D.R.B.	REFERENCES G.L.O. PLAT
WEATHER COLD	FILE 4 8 0 2 8

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
UTE TRIBAL	89.67	0.062	5.435

Sec. 34 1/4 Section Line



DAMAGE AREA
LC TRIBAL #12-34-46
Contains 1.993 Acres

NOTE:
BEGINNING STA. 0+00 BEARS S52°09'43"E 877.71' FROM THE WEST 1/4 CORNER OF SECTION 34, T4S, R6W, U.S.B.&M.
ENDING STA. 0+89.67 BEARS S47°12'47"E 826.40' FROM THE WEST 1/4 CORNER OF SECTION 34, T4S, R6W, U.S.B.&M.

CORRIDOR RIGHT-OF-WAY DESCRIPTION

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE NW 1/4 SW 1/4 OF SECTION 34, T4S, R6W, U.S.B.&M. WHICH BEARS S52°09'43"E 877.71' FROM THE WEST 1/4 CORNER OF SAID SECTION 34, THENCE S75°10'42"W 89.67' TO A POINT IN THE NW 1/4 SW 1/4 OF SAID SECTION 34, WHICH BEARS S47°12'47"E 826.40' FROM THE WEST 1/4 CORNER OF SAID SECTION 34. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.062 ACRES MORE OR LESS.

LINE TABLE		
LINE	BEARING	LENGTH
L1	S75°10'42"W	89.67'
L2	N08°02'08"W	75.37'
L3	S08°02'08"E	260.00'
L4	S81°57'52"W	230.00'
L5	N67°46'45"W	138.92'
L6	N08°02'08"W	114.63'

▲ = SECTION CORNERS LOCATED.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

Section Line

T4S
T5S



Proposal No: 179968032A

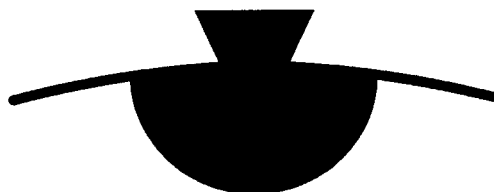
Berry Petroleum Co
LC TRIBAL 12-34-46

34-4S-64W
Duchesne County, Utah
November 28, 2006

Cement Recommendation

Prepared for:
Tim McDonald
Berry Petroleum Co.

Prepared by:
SUSANA HERRERA-MCKENZIE
Technical Support Coordinator
Denver, Colorado
Bus Phone: 303-832-3722



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Service Representatives:

Darrin Bailey
Senior Sales Rep
Vernal, Utah
Bus Phone: (435) 781-2294
Mobile: (435) 828-4104

Operator Name: Berry Petroleum
Well Name: LC TRIBAL 12-34-46
Job Description: Cement 5-1/2 inch Production Casing
Date: November 28, 2006



Proposal No: 179968032A

JOB AT A GLANCE

Depth (TVD)	6,120 ft
Depth (MD)	6,120 ft
Hole Size	7.875 in
Casing Size/Weight :	5 1/2 in, 15.5 lbs/ft
Pump Via	5 1/2" O.D. (4.950" I.D) 15.5
Total Mix Water Required	7,668 gals
Pre-Flush	
Fresh Water	10 bbls
Density	8.3 ppg
Spacer	
KCl Water	10 bbls
Density	8.4 ppg
Spacer	
Fresh Water	20 bbls
Density	8.3 ppg
Lead Slurry	
Premium Lite II	266 sacks
Density	11.0 ppg
Yield	3.43 cf/sack
Tail Slurry	
Premium Lite II HS+ additives	216 sacks
Density	13.0 ppg
Yield	1.91 cf/sack
Displacement	
Fresh Water	145 bbls
Density	8.3 ppg

Operator Name: Berry Petroleum
Well Name: LC TRIBAL 12-34-10
Job Description: Cement 5-1/2 inch Production Casing
Date: November 28, 2006



Proposal No: 179968032A

WELL DATA

ANNULAR GEOMETRY

ANNULAR I.D. (in)	DEPTH(ft)	
	MEASURED	TRUE VERTICAL
8.097 CASING	342	342
7.875 HOLE	6,120	6,120

SUSPENDED PIPES

DIAMETER (in)		WEIGHT (lbs/ft)	DEPTH(ft)	
O.D.	I.D.		MEASURED	TRUE VERTICAL
5.500	4.950	15.5	6,120	6,120

Float Collar set @ 6,080 ft
 Mud Density 8.40 ppg
 Mud Type Water Based
 Est. Static Temp. 144 ° F
 Est. Circ. Temp. 114 ° F

VOLUME CALCULATIONS

342 ft	x	0.1926 cf/ft	with	0 % excess	=	65.9 cf
3,908 ft	x	0.1733 cf/ft	with	25 % excess	=	846.3 cf
1,870 ft	x	0.1733 cf/ft	with	25 % excess	=	406.4 cf
40 ft	x	0.1336 cf/ft	with	0 % excess	=	5.3 cf (inside pipe)
TOTAL SLURRY VOLUME					=	1323.9 cf
					=	236 bbls

Confirm well data with customer representative prior to pumping.

Operator Name: Berry Petroleum
Well Name: LC TRIBAL 12-34-46
Job Description: Cement 5-1/2 inch Production Casing
Date: November 28, 2006



Proposal No: 179968032A

FLUID SPECIFICATIONS

Pre-Flush 10.0 bbls Fresh Water @ 8.34 ppg
 Spacer 10.0 bbls KCl Water @ 8.4 ppg
 Spacer 20.0 bbls Fresh Water @ 8.34 ppg

FLUID	VOLUME CU-FT	VOLUME FACTOR	AMOUNT AND TYPE OF CEMENT
Lead Slurry	912	/ 3.4	= 266 sacks Premium Lite II Cement + 0.05 lbs/sack Static Free + 3 lbs/sack CSE + 3% bwow Potassium Chloride + 0.25 lbs/sack Cello Flake + 2 lbs/sack Kol Seal + 0.002 gps FP-6L + 10% bwoc Bentonite + 0.5% bwoc Sodium Metasilicate + 201.6% Fresh Water
Tail Slurry	412	/ 1.9	= 216 sacks Premium Lite II High Strength + 0.05 lbs/sack Static Free + 0.4% bwoc R-3 + 0.4% bwoc FL-63 + 0.25 lbs/sack Cello Flake + 2 lbs/sack Kol Seal + 0.002 gps FP-6L + 0.2% bwoc BA-59 + 92% Fresh Water
Displacement			144.7 bbls Fresh Water @ 8.34 ppg

CEMENT PROPERTIES

	SLURRY NO. 1	SLURRY NO. 2
Slurry Weight (ppg)	11.00	13.00
Slurry Yield (cf/sack)	3.43	1.91
Amount of Mix Water (gps)	21.03	9.60
Amount of Mix Fluid (gps)	21.03	9.60
Estimated Pumping Time - 70 BC (HH:MM)	4:30	4:41

COMPRESSIVE STRENGTH

24 hrs @ 144 ° F (psi)	1700
72 hrs @ 144 ° F (psi)	2000

RHEOLOGIES

FLUID	TEMP	600	300	200	100	6	3
Tail Slurry	@ 80 ° F	179	145	112	88	9	7

Slurry and the chemical loadings subject to change pending pre-job testing.



CONDITIONS

BJ Services' performance of services and sale of materials is expressly conditioned upon the applicability of the Terms and Conditions contained in the current BJ Services Price Book. The Terms and Conditions include, among other things, an indemnity in favor of BJ Services from Customer for damage to the well bore, reservoir damage, loss of the hole, blowouts and loss of control of the well, even if caused by the negligence or other fault of BJ Services. The Terms and Conditions also limit the warranties provided by the BJ Services and the remedies to which Customer may be entitled in the event of a breach of warranty by BJ Services. For these reasons, we strongly recommend that you carefully review a copy of the Terms and Conditions. If you do not have a copy of the BJ Services Price Book, you can view the Terms and Conditions on BJ Services Web Site, www.bjservices.com. By requesting that BJ Services perform the services described herein, Customer acknowledges that such Terms and Conditions are applicable to the services. Further, by requesting the services, Customer warrants that its representative on the well location or other service site will be fully authorized to acknowledge such Terms and Conditions by executing a Field Receipt or other document presented by BJ Services containing such Terms and Conditions.

In the event that Customer and BJ Services have executed a Master Services Agreement covering the work to be performed, such Master Services Agreement shall govern in place of the Terms and Conditions. If you are interested in entering into Master Services Agreement with BJ Services, please contact us through the "Go BJ" button on the BJ Services Web Site.

Operator Name: Berry Petroleum
Well Name: LC TRIBAL 12-34-46
Date: November 28, 2006



Proposal No: 179968032A

PRODUCT DESCRIPTIONS

BA-59

A free flowing powder which provides improved bonding and minimizes gas migration. Provides expansion properties and zero free water to cement slurries.

Bentonite

Commonly called gel, it is a clay material used as a cement extender and to control excessive free water.

CSE

Compressive Strength Enhancer - Fumed Silica. An additive which contributes to low density, high compressive strength development of cement slurries at all temperature ranges. This material also controls free water

Cello Flake

Graded (3/8 to 3/4 inch) cellophane flakes used as a lost circulation material.

FL-63

A non-retarding, non-viscosifying fluid loss additive particularly suited for use with coil tubing and/or close tolerance liner cementing. FL-63 is effective from low to high temperatures. Concentrations of 0.2% to 1.0% BWOC are typical.

FP-6L

A clear liquid that decreases foaming in slurries during mixing.

Kol Seal

A granular, lightweight material (specific gravity of 1.3) used to control lost circulation in zones of natural and induced fractures, cavities and high permeability.

Potassium Chloride

A granular salt used to reduce clay swelling caused by water-base stimulation fluids.

Premium Lite II Cement

Premium Lite II is a high-yield, cost effective lightweight cement blend that provides exceptional compressive strength and reduced permeability when mixed at low slurry weights.

Premium Lite II High Strength

Premium Lite II High Strength is a high-yield, cost effective lightweight cement blend that provides exceptional compressive strength and reduced permeability when mixed at low slurry weights.

R-3

A low temperature retarder used in a wide range of slurry formulations to extend the slurry thickening time.

Sodium Metasilicate

An accelerator used to decrease the thickening time of cement slurries.

Static Free

An anti-static additive used to prevent air entrainment due to agglomerated particles. Can be used in Cementing and Fracturing operations to aid in the flow of dry materials.



Proposal No: 179968033A

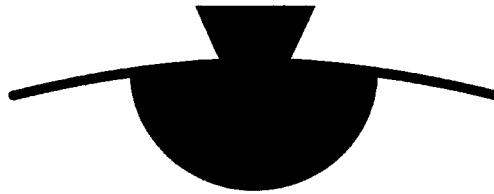
**Berry Petroleum Co
LC TRIBAL 12-34-46**

**34-4S-64W
Duchesne County, Utah
March 14, 2007**

Cement Recommendation

Prepared for:
Tim McDonald
Berry Petroleum Co.

Prepared by:
SUSANA HERRERA-MCKENZIE
Technical Support Coordinator
Denver, Colorado
Bus Phone: 303-832-3722



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Darrin Bailey
Senior Sales Rep
Vernal, Utah
Bus Phone: (435) 781-2294
Mobile: (435) 828-4104

Operator Name: Berry Petroleum
Well Name: LC TRIBAL 12-34-46
Job Description: Cement 5-1/2 inch Production Casing
Date: March 14, 2007



Proposal No: 179968033A

JOB AT A GLANCE

Depth (TVD)	6,120 ft
Depth (MD)	6,120 ft
Hole Size	7.875 in
Casing Size/Weight :	5 1/2 in, 15.5 lbs/ft
Pump Via	5 1/2" O.D. (4.950" I.D) 15.5
Total Mix Water Required	7,437 gals
Pre-Flush	
Fresh Water	10 bbls
Density	8.3 ppg
Spacer	
KCl Water	10 bbls
Density	8.4 ppg
Spacer	
Fresh Water	20 bbls
Density	8.3 ppg
Lead Slurry	
PL2+SF+3#CSE+3%KCL+0.25	266 sacks
Density	11.0 ppg
Yield	3.43 cf/sack
Tail Slurry	
50:50:2+3%KCL+0.5%EC-	325 sacks
Density	14.3 ppg
Yield	1.27 cf/sack
Displacement	
Fresh Water	145 bbls
Density	8.3 ppg

Operator Name: Berry Petroleum (C)
Well Name: LC TRIBAL 12-34-46
Job Description: Cement 5-1/2 inch Production Casing
Date: March 14, 2007



Proposal No: 179968033A

WELL DATA

ANNULAR GEOMETRY

ANNULAR I.D. (in)	DEPTH(ft)	
	MEASURED	TRUE VERTICAL
8.097 CASING	342	342
7.875 HOLE	6,120	6,120

SUSPENDED PIPES

DIAMETER (in)		WEIGHT (lbs/ft)	DEPTH(ft)	
O.D.	I.D.		MEASURED	TRUE VERTICAL
5.500	4.950	15.5	6,120	6,120

Float Collar set @	6,080 ft
Mud Density	8.40 ppg
Mud Type	Water Based
Est. Static Temp.	144 ° F
Est. Circ. Temp.	114 ° F

VOLUME CALCULATIONS

342 ft	x	0.1926 cf/ft	with	0 % excess	=	65.9 cf
3,908 ft	x	0.1733 cf/ft	with	25 % excess	=	846.3 cf
1,870 ft	x	0.1733 cf/ft	with	25 % excess	=	405.0 cf
40 ft	x	0.1336 cf/ft	with	0 % excess	=	5.3 cf (inside pipe)
TOTAL SLURRY VOLUME					=	1322.5 cf
					=	236 bbls

Confirm well data with customer representative prior to pumping.

Operator Name: Berry Petroleum
Well Name: LC TRIBAL 12-34-46
Job Description: Cement 5-1/2 inch Production Casing
Date: March 14, 2007



Proposal No: 179968033A

FLUID SPECIFICATIONS

Pre-Flush 10.0 bbls Fresh Water @ 8.34 ppg
 Spacer 10.0 bbls KCl Water @ 8.4 ppg
 Spacer 20.0 bbls Fresh Water @ 8.34 ppg

FLUID	VOLUME CU-FT	VOLUME FACTOR	AMOUNT AND TYPE OF CEMENT
Lead Slurry	912	/ 3.4	= 266 sacks Premium Lite II Cement + 0.05 lbs/sack Static Free + 3 lbs/sack CSE + 3% bwow Potassium Chloride + 0.25 lbs/sack Cello Flake + 2 lbs/sack Kol Seal + 0.002 gps FP-6L + 10% bwoc Bentonite + 0.5% bwoc Sodium Metasilicate + 201.6% Fresh Water
Tail Slurry	410	/ 1.2	= 325 sacks (50:50) Poz (Fly Ash):Class G Cement + 0.05 lbs/sack Static Free + 3% bwow Potassium Chloride + 0.5% bwoc EC-1 + 0.25 lbs/sack Cello Flake + 0.002 gps FP-6L + 2% bwoc Bentonite + 0.3% bwoc Sodium Metasilicate + 56.3% Fresh Water
Displacement			144.7 bbls Fresh Water @ 8.34 ppg

CEMENT PROPERTIES

	SLURRY NO. 1	SLURRY NO. 2
Slurry Weight (ppg)	11.00	14.30
Slurry Yield (cf/sack)	3.43	1.27
Amount of Mix Water (gps)	21.03	5.67
Amount of Mix Fluid (gps)	21.03	5.67
Estimated Pumping Time - 70 BC (HH:MM)	4:30	3:30
COMPRESSIVE STRENGTH		
24 hrs @ 144 ° F (psi)		2300
72 hrs @ 144 ° F (psi)		2550

Compressive strengths and thickening times are estimates only. Final laboratory testing will determine retarder loadings, if necessary.

Slurry volumes are based off of 25% excess with gauge hole.



CONDITIONS

BJ Services' performance of services and sale of materials is expressly conditioned upon the applicability of the Terms and Conditions contained in the current BJ Services Price Book. The Terms and Conditions include, among other things, an indemnity in favor of BJ Services from Customer for damage to the well bore, reservoir damage, loss of the hole, blowouts and loss of control of the well, even if caused by the negligence or other fault of BJ Services. The Terms and Conditions also limit the warranties provided by the BJ Services and the remedies to which Customer may be entitled in the event of a breach of warranty by BJ Services. For these reasons, we strongly recommend that you carefully review a copy of the Terms and Conditions. If you do not have a copy of the BJ Services Price Book, you can view the Terms and Conditions on BJ Services Web Site, www.bjservices.com. By requesting that BJ Services perform the services described herein, Customer acknowledges that such Terms and Conditions are applicable to the services. Further, by requesting the services, Customer warrants that its representative on the well location or other service site will be fully authorized to acknowledge such Terms and Conditions by executing a Field Receipt or other document presented by BJ Services containing such Terms and Conditions.

In the event that Customer and BJ Services have executed a Master Services Agreement covering the work to be performed, such Master Services Agreement shall govern in place of the Terms and Conditions. If you are interested in entering into Master Services Agreement with BJ Services, please contact us through the "Go BJ" button on the BJ Services Web Site.

Operator Name: Berry Petroleum
Well Name: LC TRIBAL 12-34-46
Date: March 14, 2007



Proposal No: 179968033A

PRODUCT DESCRIPTIONS

Bentonite

Commonly called gel, it is a clay material used as a cement extender and to control excessive free water.

CSE

Compressive Strength Enhancer - Fumed Silica. An additive which contributes to low density, high compressive strength development of cement slurries at all temperature ranges. This material also controls free water

Cello Flake

Graded (3/8 to 3/4 inch) cellophane flakes used as a lost circulation material.

Class G Cement

Intended for use as a basic cement from surface to 8000 ft as manufactured, or can be used with accelerators and retarders to cover a wide range of well depths and temperatures.

EC-1

A proprietary product that provides expansive properties and improves bonding at low to moderate temperatures.

FP-6L

A clear liquid that decreases foaming in slurries during mixing.

Kol Seal

A granular, lightweight material (specific gravity of 1.3) used to control lost circulation in zones of natural and induced fractures, cavities and high permeability.

Potassium Chloride

A granular salt used to reduce clay swelling caused by water-base stimulation fluids.

Potassium Chloride

A granular salt used to reduce clay swelling caused by water-base cementing fluids.

Poz (Fly Ash)

A synthetic pozzolan, (primarily Silicon Dioxide). When blended with cement, Pozzolan can be used to create lightweight cement slurries used as either a filler slurry or a sulfate resistant completion cement.

Premium Lite II Cement

Premium Lite II is a high-yield, cost effective lightweight cement blend that provides exceptional compressive strength and reduced permeability when mixed at low slurry weights.

Sodium Metasilicate

An accelerator used to decrease the thickening time of cement slurries.

Sodium Metasilicate

An extender used to produce an economical, low density cement slurry.

Operator Name: Berry Petroleum
Well Name: LC TRIBAL 12-34-46
Date: March 14, 2007



Proposal No: 179968033A

PRODUCT DESCRIPTIONS (Continued)

Static Free

An anti-static additive used to prevent air entrainment due to agglomerated particles. Can be used in Cementing and Fracturing operations to aid in the flow of dry materials.

**Berry Petroleum Company,
Lake Canyon Tribal (LCT) #12-34-46 well:
A Cultural Resource Inventory for a well pad,
its access and pipeline,
Uintah-Ouray Ute Reservation,
Duchesne County, Utah**

**By
James A. Truesdale**

**James A. Truesdale
Principle Investigator**

**Prepared For
Berry Petroleum Co.
4000 South 4028 West
Roosevelt, Utah
84066**

**Prepared By
AN INDEPENDENT ARCHAEOLOGIST
P.O.Box 153
Laramie, Wyoming
82073**

Utah Project # U-06-AY-1495(s)

December 5, 2006

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Introduction

An Independent Archaeologist (AIA) was contacted by a representative of Berry Petroleum Co., to conduct a cultural resources investigation of the proposed Lake Canyon Tribal (LCT) #12-34-46 well, its access and pipeline. The location of the project area is in the NW/SW 1/4 of Section 34, T4S, R6W, Duchesne County, Utah (Figure 1).

The proposed LCT #12-34-46 well's centerstake (Alternate #1) footage is 2059' FSL and 877' FWL. The Universal Transverse Mercator (UTM) centroid coordinate for the proposed LC Tribal #12-34-46 well centerstake in Zone 12, North American Datum (NAD) 83 is 05/37/834.49 mE 44/37/607.45 mN +5m.

The LCT #12-34-46 well's proposed access and pipeline is an existing oil and gas field service road that will trend south to north through the proposed well pad.

The land surface in Section 34 of Township 4 South Range 6 West is administered by the Utah Division of Wildlife Resources while the minerals are administered by the Bureau of Indian Affairs, Phoenix Area Office, Uintah-Ouray Agency and the Uintah-Ouray Ute Tribe, Fort Duchesne, Utah. A total of 10 acres (10 block, 0 linear) was surveyed. Fieldwork was authorized through an access permit issued by the Energy and Minerals Resource Division of the Uintah-Ouray Ute tribe. The fieldwork was conducted on October 16 and 17, and October 24 through 27, 2006 by AIA archaeologist James Truesdale. All the field notes and maps are located in the AIA office in Laramie, Wyoming.

File Search

A GIS file search was conducted at the Utah Division of State History (UDSH), Antiquities Section, Records Division in October 13 of 2006. In addition, AIA's USGS quadrangle Buck Knoll, Duchesne SW, Duchesne SE, Anthro Mountain and Anthro Mountain NE base maps were updated from UDSH Records division Buck Knoll, Duchesne SW, Duchesne SE, Anthro Mountain and Anthro Mountain NE base maps in November of 2003 and again on February 2, 2004. The UDSH SHPO GIS file search reported that no previous projects had been conducted in the general area (Section 34, T4S R6W). No cultural resources (sites and/or isolates) have been recorded in the general area (Section 34, T4S R6W). No projects and/or cultural materials (sites, isolates) have been previously recorded in the immediate project area.

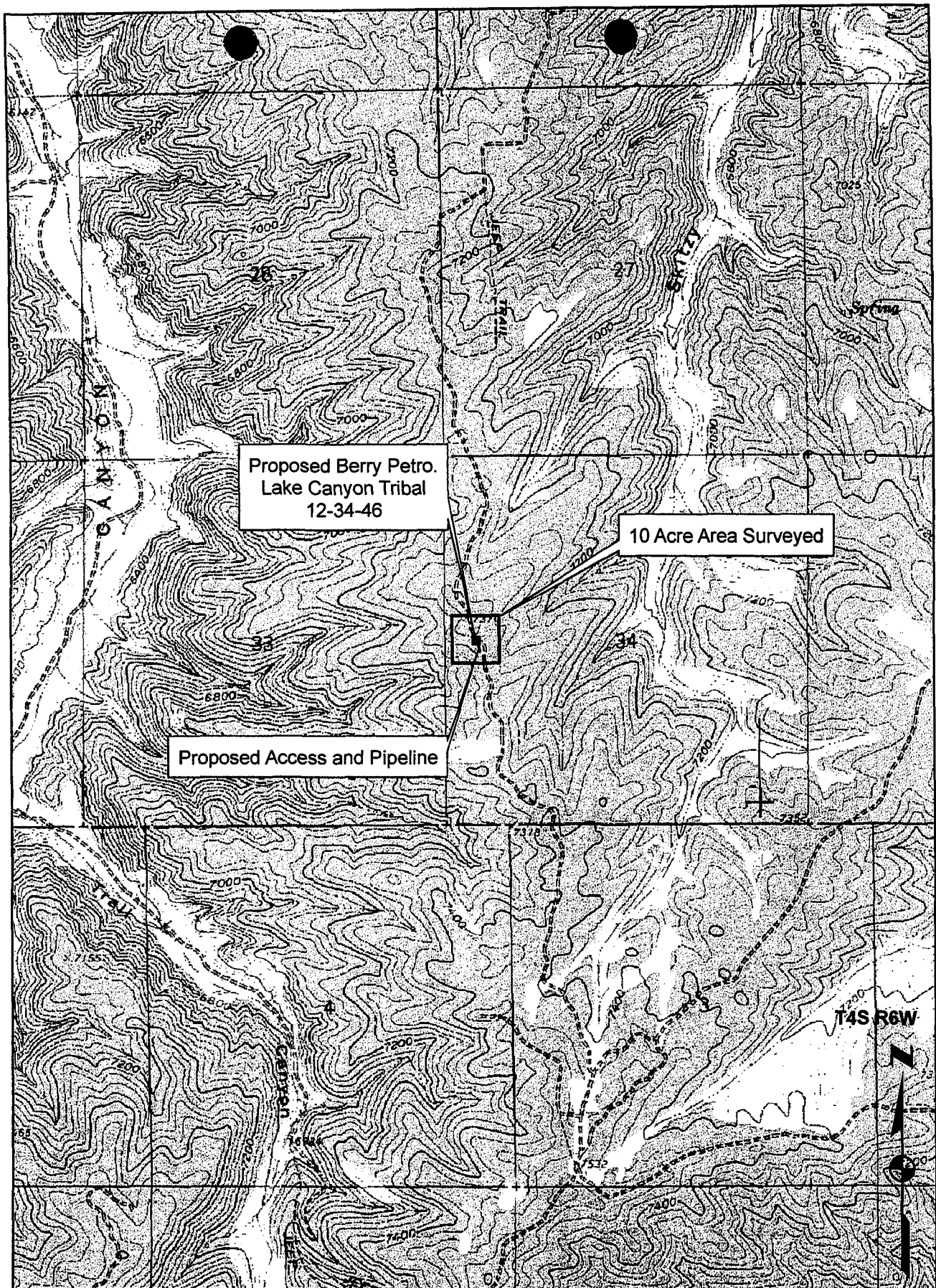


Figure 1. Location of the Berry Petroleum Co.'s proposed Lake Canyon Tribal #12-34-46 well, its access and pipeline on 7.5'/1964 USGS Quadrangle map Buck Knoll, Duchesne County, Utah.

Environment

Physiographically, the project is located in the Uinta Basin, approximately 8 miles southwest of Duchesne, Utah. The Uinta Basin is structurally the lowest part of the Colorado Plateau geographical province (Thornbury 1965:425). The Uinta Basin is a large, relatively flat, bowl shaped, east-west asymmetrical syncline near the base of the Uinta Mountains (Stokes 1986:231). The topography is characteristic of sloping surfaces which incline northward and are mainly dip slopes on the harder layers of Green River and Uinta Formations. The terrain is characterized as having steep ridges and/or buttes of Uintah Formation sandstones and clays dissected by seasonal drainages and washes with wide flat alluvial plains. The basin contains a thick section of more than 9000 feet (2743.9 m) of early Tertiary rocks (Childs 1950). These rocks are mainly Paleocene and Eocene in age and consist of sandstone, clay and shale lacustrine, fluvial, and deltaic continental deposits, most famous of which are the lacustrine Green River Beds.

The project area is located on top of a sequence of high upland ridges, benches and hills surrounding Buck Knoll. This upland area is situated along the western drainage slope of a sequence of larger ridges located west of Indian Canyon and east of Lake Canyon. Portions of the desert hardpan and bedrock in the project area are covered with aeolian sand that may reach a depth of over 50 to 100 centimeters in areas. Lake Canyon and Indian Canyon trend 8 miles north northeast to the Duchesne River.

Vegetation in the project area is characteristic of a Pinon/Juniper community. Species observed in the project area include; Pinyon pine (Pinus Edulis), juniper (Juniperus Osteosperma), curl-leaf mountain mahogany (Cercocarpus ledifolius), shadscale (Atriplex confertifolia), sand sage, (Artemisia filifolia), saltbush (Atriplex nuttallii), rabbitbrush (Chrysothamnus viscidiflorus), winterfat (Eurotia lanata), greasewood (Sarcobatus baileyi), Indian ricegrass (Oryzopsis hymenoides), desert needlegrass (Stipa speciosa), wild buckwheat (Eriogonum ovalifolium), silky lupine (Lupinus sericeus), desert globemallow (Bromus tectorum), sky rocket (Gilia aggregata), Tansy leaved evening primrose (Oenothera tanacetifolia), Rydberg's Penstemon (Penstemon rydbergi), Stemless Hymenoxys (Hymenoxys acaulis), Sego Lily (Calochortus nuttallii), peppergrass (Lepidium perfoliatum), Russian thistle (Salsola kali), Simpson's Hedgehog cactus (Pediocactus simpsonii) and prickly pear cactus (Opuntia spp.).

Lake Canyon Tribal (LCT) #12-34-46

The Berry Petroleum Co.'s proposed Lake Canyon #12-34-46 well is situated on the northwestern slope of a south to north trending

ridge (Figure 1 and 2). The well is located along an existing road. The ridge is located between Skitzzy Canyon to the east and Lake Canyon to the west. The vegetation has been removed (chained) by the Utah Division of Wildlife Resources. The vegetation on the ridge is low sagebrush and bunchgrasses while the surrounding vegetation is dominated by a Pinyon/juniper forest with an understory of mountain mahogany, big sagebrush, budsage, buckwheat, yucca, prickly pear cactus and bunchgrasses (wheatgrass, Indian rice grass). A low sagebrush community consisting of sagebrush, saltbush, rabbitbrush, bunchgrasses and prickly pear cactus can be found in the open areas along the roads in the broad open flats on top of the ridges. Sediments on the proposed well have been disturbed by the construction of the road and its cyclic maintenance. Sediments surrounding the well pad are colluvial in nature. These undisturbed colluvial deposits

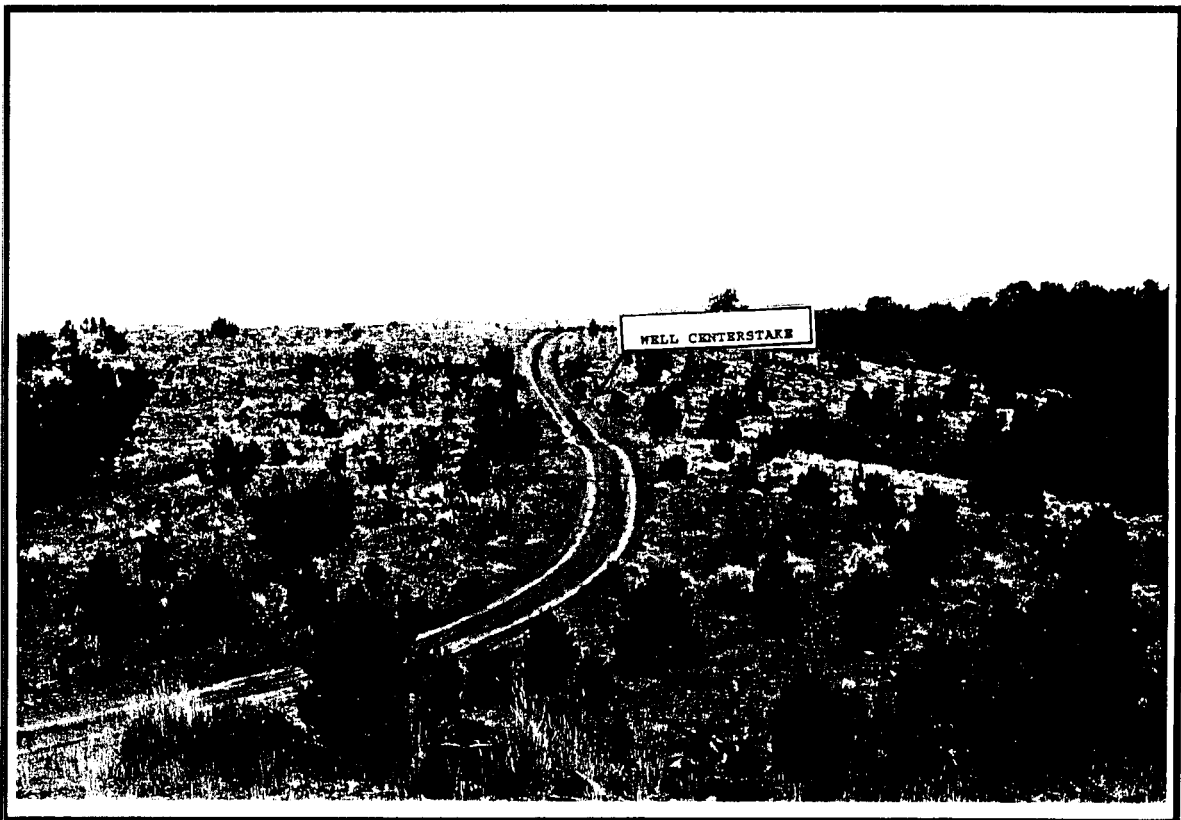


Figure 2. View to northeast at the proposed Lake Canyon Tribal (LCT) #12-34-46 well centerstake and well pad area.

consist of shallow (<10 cm), poorly sorted, loosely compacted, tan to light brown sandy clay loam mixed with small to medium sized flat angular pieces of sandstone, clay and shale. The elevation is 7347.2 feet (2240 m) AMSL.

The proposed access and pipeline is an existing oil and gas

field service road and pipeline that trends south to north through the well pad. Sediments along the proposed access and pipeline have been disturbed by previous road and pipeline construction, and cyclic road maintenance (Figure 3). Undisturbed sediments on either side of the road consist of shallow (<5 cm), poorly sorted, loosely compacted, tan to light brown, sandy clay loam mixed with small sized angular pieces of Uinta formation sandstone, clay and shale. Exposures of sandstone, clay and shale bedrock can be found eroding from the ridge's talus slopes. Vegetation along the access and pipeline is dominated by Pinyon and juniper trees with an understory of mountain mahogany, low sage, yucca and prickly pear cactus.

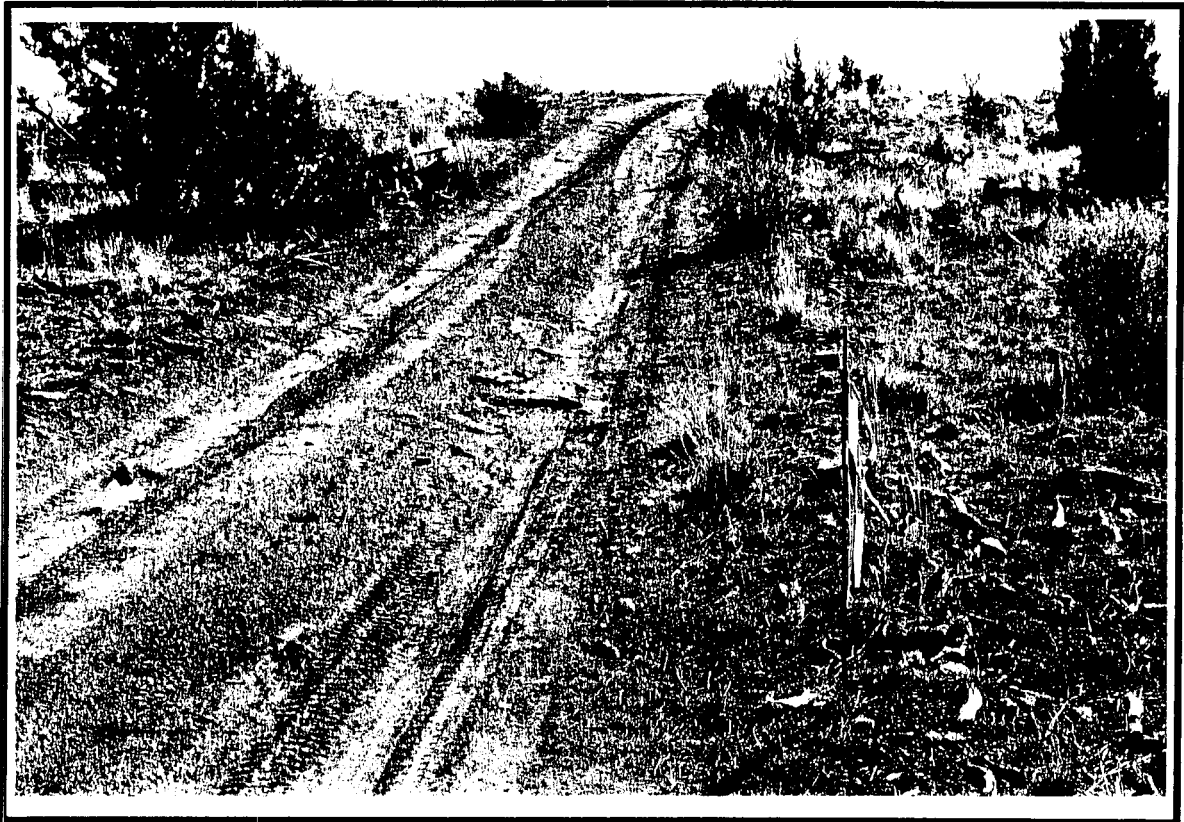


Figure 3. Oblique view to south at the colluvial sediments that are located on and surround the proposed Lake Canyon Tribal #12-34-46 well centerstake and well pad area.

The surrounding landscape exhibits exposures relatively thick ledges of sandstone with thinner layers of clay and shale. The surrounding vegetation is dominated by a Pinyon/juniper community with a understory of mountain mahogany, low sagebrush, yucca, bunchgrasses along the hill and ridge slopes, and low sagebrush community in the ridge top flats and open parks.

Field Methods

A total of 10 acres was surveyed around the centerstake of the proposed LCT #12-34-46 well location to allow for relocation of the pad if necessary. The survey was accomplished by walking transects spaced no more than 15 meters apart. The proposed access and pipeline is an existing oil and gas field service road and pipeline that trends south to north through the LCT #12-34-36 well pad. Therefore, the proposed access and pipeline are located within the 10 acre area surveyed around the proposed LCT #12-34-46 well centerstake. Thus, a total of 0 linear acres were surveyed.

Geologic landforms (rockshelters, alcoves, ridge tops and saddles) and areas of subsurface exposure (ant hills, blowouts, rodent holes and burrow, eroding slopes and cutbanks) were examined with special care in order to locate cultural resources (sites, isolates) and possibly help assess a site's sedimentary integrity and potential for the presence and/or absence of buried intact cultural deposits. The entire surface areas of ridge tops were covered. All exposures of sandstone cliff faces, alcoves or rockshelter, and talus slopes were surveyed.

When cultural materials are discovered, a more thorough survey of the immediate vicinity is conducted in order to locate any associated artifacts and to determine the horizontal extent (surface area) of the site. If no other artifacts are located during the search then the initial artifact was recorded as an isolated find. At times, isolated formal tools (typical end scrapers, projectile points) were drawn and measured. The isolate was then described and its location plotted on a U.S.G.S. topographic map and UTM coordinates are recorded.

When sites are found an Intermountain Antiquities Computer System (IMACS) form was used to record the site. At all sites, selected topographic features, site boundaries, stone tools and cultural features (hearths, foundations, trash dumps and trails) are mapped. Sites were mapped with a Brunton compass and pacing off distances from a mapping station (datum). All debitage is inventoried using standard recording techniques (Truesdale et al 1995:7) according to material type, basic flake type, and so on. Selected (mostly complete) stone tools and projectile points are drawn and measured. All features (rockart panel(s), hearths, foundations, trash dumps and trails) are measured and described, while selected features are either drawn or photographed.

Site location data is recorded by a GARMIN Global Positioning System (GPS III Plus) and/or an E-Trex GPS. Site elevation and Universal Transverse Mercator (UTM) grid data, its Estimated Position Error (EPE) and Dilution of Precision (DOP) were recorded. Using the GPS data, the site location was then placed on a USGS 7.5' quadrangle map.

Results

A total of 10 acres (10 block, 0 linear) were surveyed for cultural resources within and around the proposed Berry Petroleum Co. Lake Canyon Tribal (LCT) #12-34-46 and along its access and pipeline. No cultural resources (sites, isolates) were recorded during the survey.

Modern trash (plastic soda pop, oil and antifreeze bottles, clear, green, and brown bottle glass, sanitary food cans, foam insulation and miscellaneous metal scraps) can be found throughout the Lake Canyon Oil and Gas Field Area and along its service roads.

Recommendations

A total of 10 acres (10 block, 0 linear) were surveyed for cultural resources within and around the proposed Berry Petroleum Co. Lake Canyon Tribal (LCT) #12-34-46 and along its access and pipeline. No cultural resources (sites, isolates) were recorded during the survey.

Modern trash (plastic soda pop, oil and antifreeze bottles, clear, green, and brown bottle glass, sanitary food cans, foam insulation and miscellaneous metal scraps) can be found throughout the Lake Canyon Oil and Gas Field Area and along its service roads.

Sediments on and surrounding the proposed well pad and along its access and pipeline are colluvial in nature and shallow (<5 cm). In addition, the sediments on the proposed well pad and along its access and pipeline have been disturbed by construction the existing road that trends through the proposed well pad. Thus, the possibility of buried and intact cultural materials on and surrounding the proposed well pad or along its access and pipeline is low. Therefore, no additional archaeological work is necessary and clearance is recommended for the construction of the proposed Lake Canyon Tribal (LCT) #12-34-46 well pad, its access and pipeline.

REFERENCES CITED

Childs, O.E.

- 1950 Geologic history of the Uinta Basin, Utah Geological and Mineralogical Survey. Guidebook to the Geology of Utah, No. 5:49-59.

Stokes, William Lee

- 1986 Geology of Utah. Contributions by Utah Museum of Natural History, and the Utah Geological and Mineral Survey Department of Natural Resources. Utah Museum of Natural History, Occasional Papers, Number 6.

Thornbury, William D.

- 1965 Regional Geomorphology of the United States. John Wiley & Sons, Inc.

Truesdale, James A., Kathleen E. Hiatt, and Clifford Duncan

- 1995 Cultural Resource Inventory of the Proposed Ouray Gravel Pit Location, Uintah-Ouray Ute Reservation, Uintah County, Utah. Report prepared for U & W Construction, Ft. Duchesne, Utah by AIA, Laramie, Wyoming.

BERRY PETROLEUM COMPANY

L.C. TRIBAL #12-34-46

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 34, T4S, R6W, U.S.B.&M.

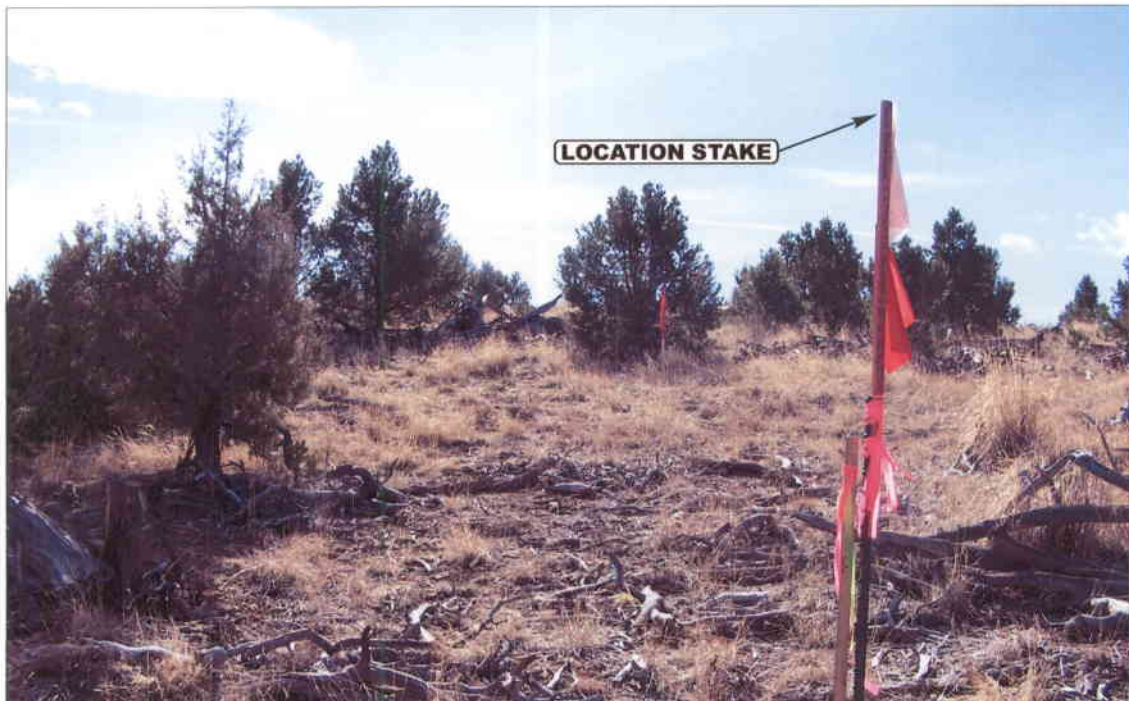


PHOTO: VIEW OF LOCATION STAKE

CAMERA ANGLE: SOUTHEASTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: EASTERLY



- Since 1964 -

UELS

Uintah Engineering & Land Surveying

85 South 200 East Vernal, Utah 84078
435-789-1017 uels@uelsinc.com

LOCATION PHOTOS

11 07 06
MONTH DAY YEAR

PHOTO

TAKEN BY: D.R.

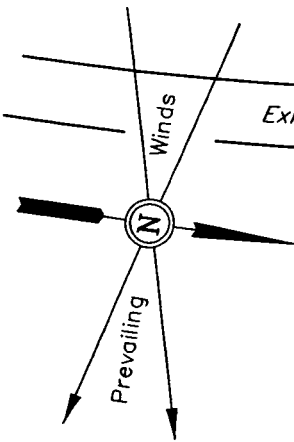
DRAWN BY: L.K.

REVISED: 00-00-00

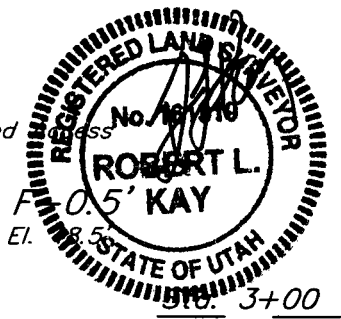
BERRY PETROLEUM COMPANY

LOCATION LAYOUT FOR

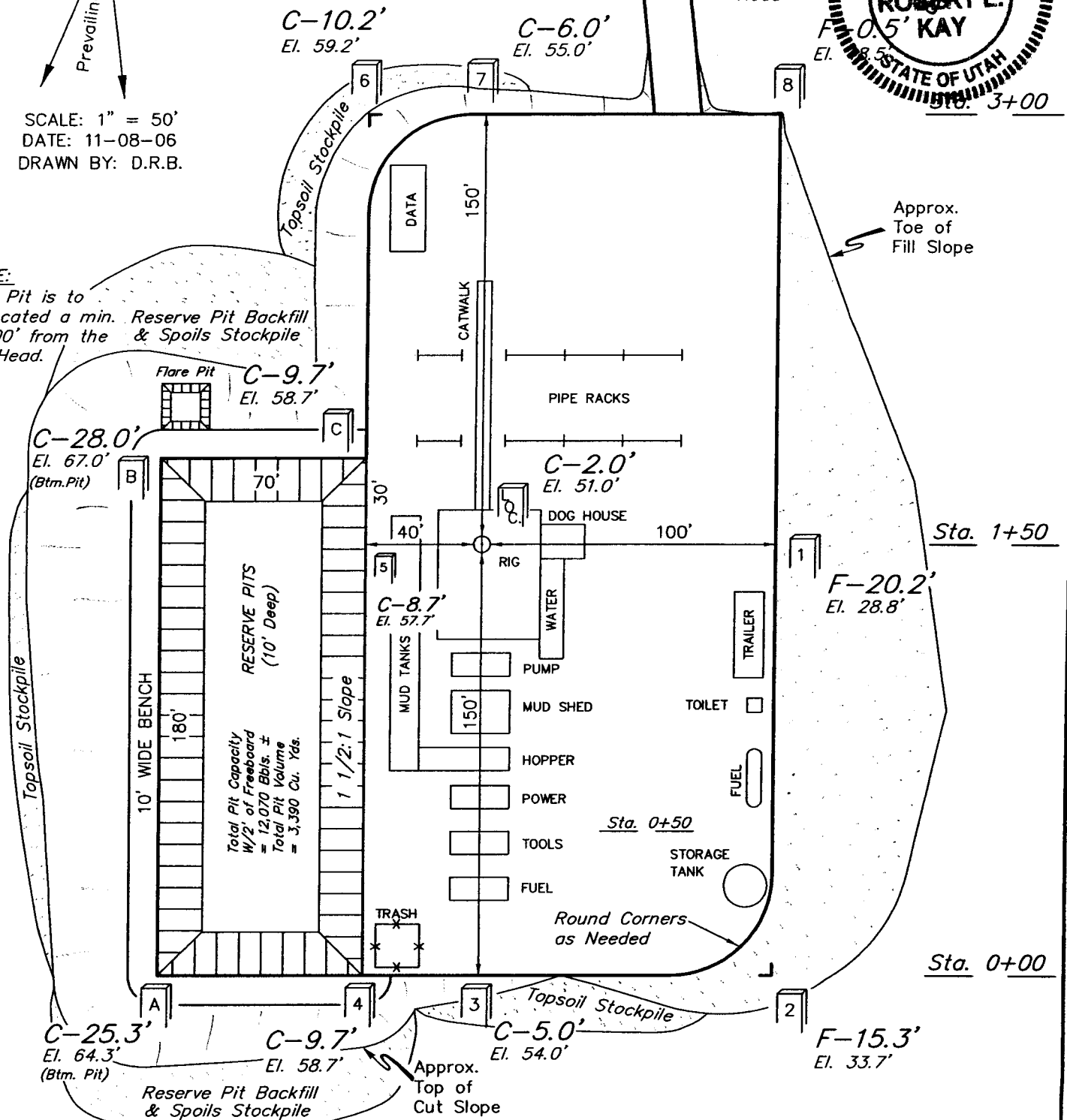
LC TRIBAL #12-34-46
SECTION 34, T4S, R6W, U.S.B.&M.
2059' FSL 877' FWL



SCALE: 1" = 50'
DATE: 11-08-06
DRAWN BY: D.R.B.



NOTE:
Flare Pit is to be located a min. Reserve Pit Backfill of 100' from the & Spoils Stockpile Well Head.



Elev. Ungraded Ground at Location Stake = 7351.0'
Elev. Graded Ground at Location Stake = 7349.0'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

BERRY PETROLEUM COMPANY

TYPICAL CROSS SECTIONS FOR

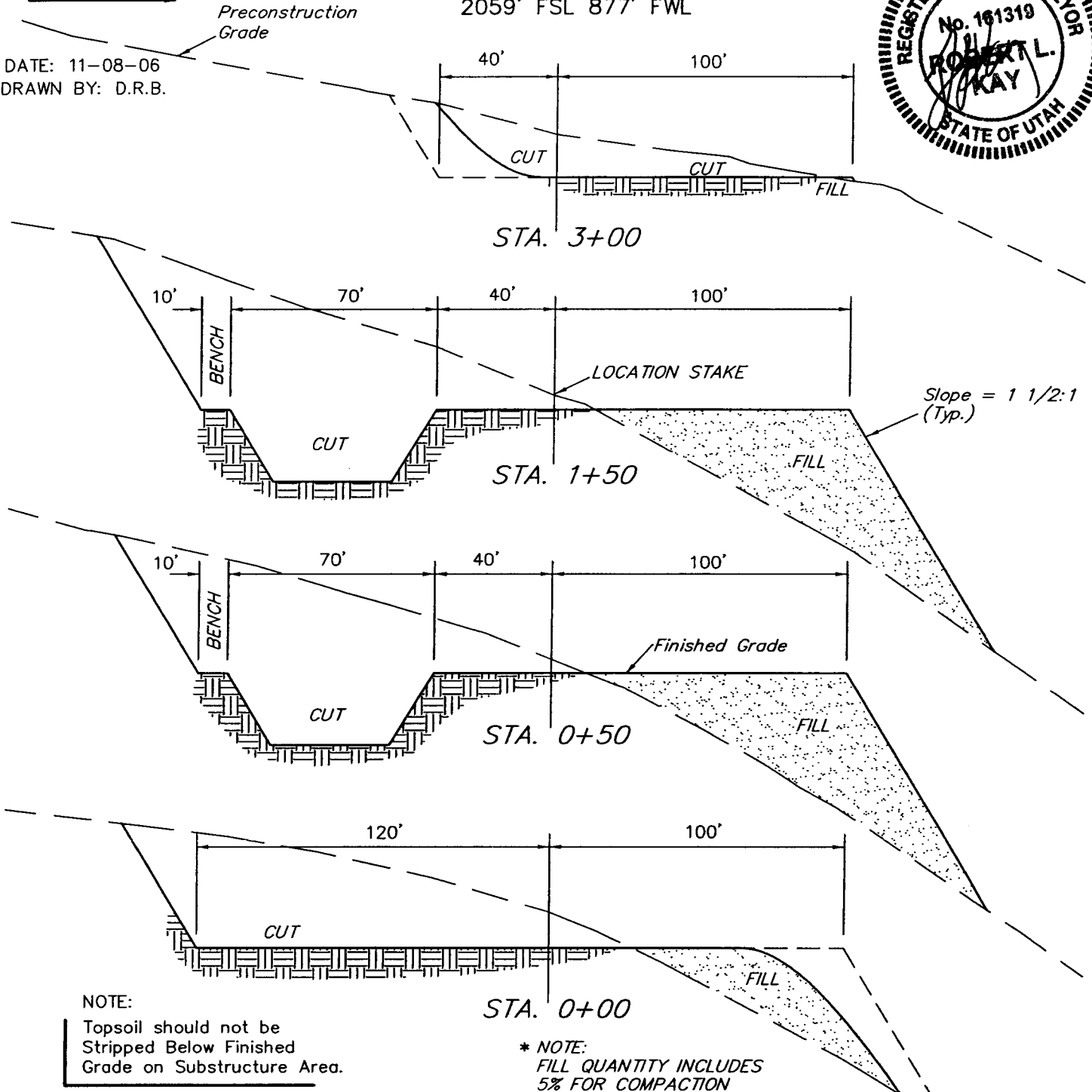
LC TRIBAL #12-34-46

SECTION 34, T4S, R6W, U.S.B.&M.

2059' FSL 877' FWL

1" = 20'
X-Section
Scale
1" = 50'

DATE: 11-08-06
DRAWN BY: D.R.B.

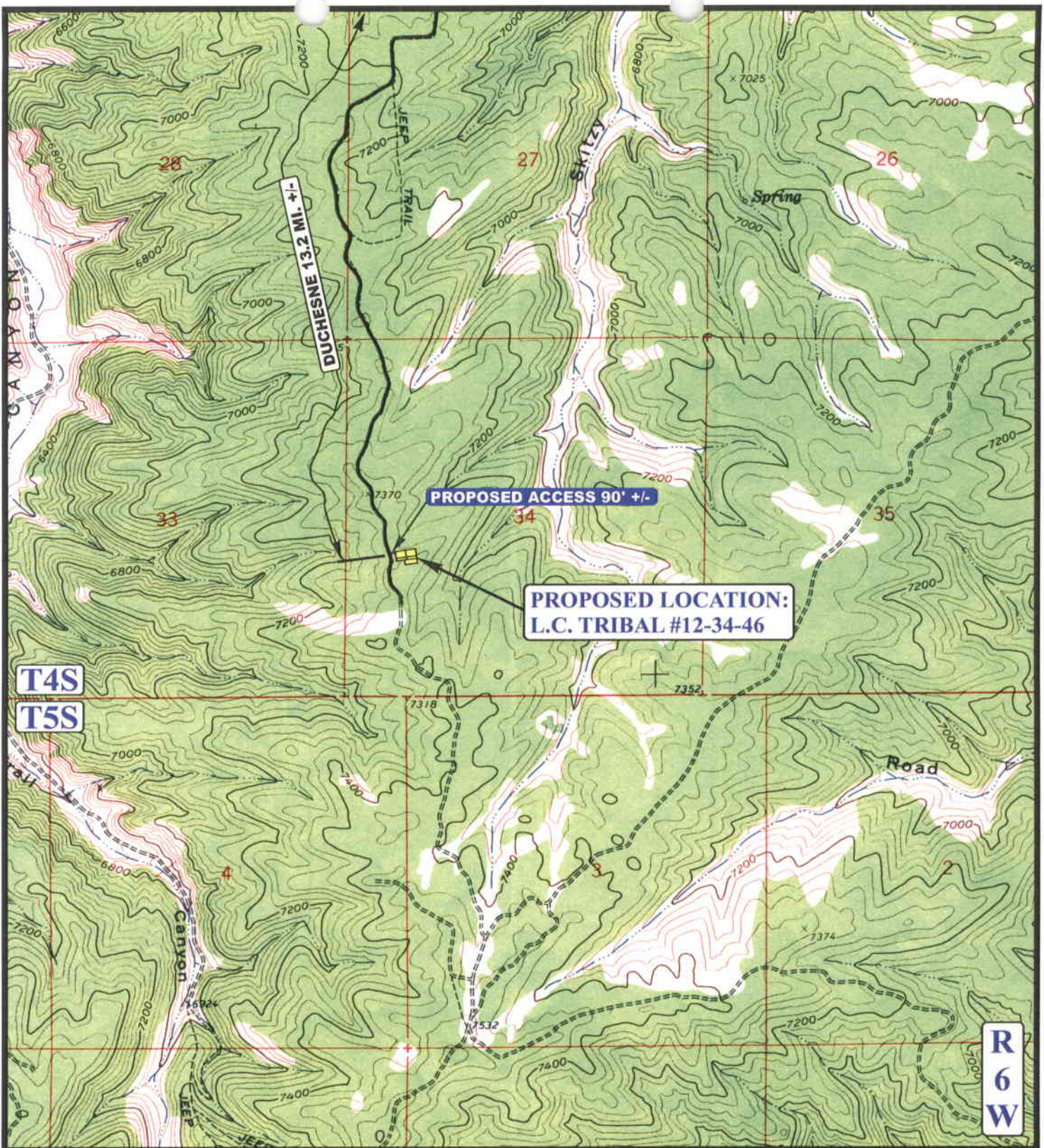


APPROXIMATE YARDAGES

CUT	
(6") Topsoil Stripping	= 1,670 Cu. Yds.
Remaining Location	= 17,360 Cu. Yds.
TOTAL CUT	= 19,030 CU.YDS.
FILL	= 12,010 CU.YDS.

EXCESS MATERIAL	= 7,020 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 3,370 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 3,650 Cu. Yds.

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LEGEND:

— EXISTING ROAD
 - - - - - PROPOSED ACCESS ROAD

BERRY PETROLEUM COMPANY
L.C. TRIBAL #12-34-46
SECTION 34, T4S, R6W, U.S.B.&M.
2059' FSL 877' FWL



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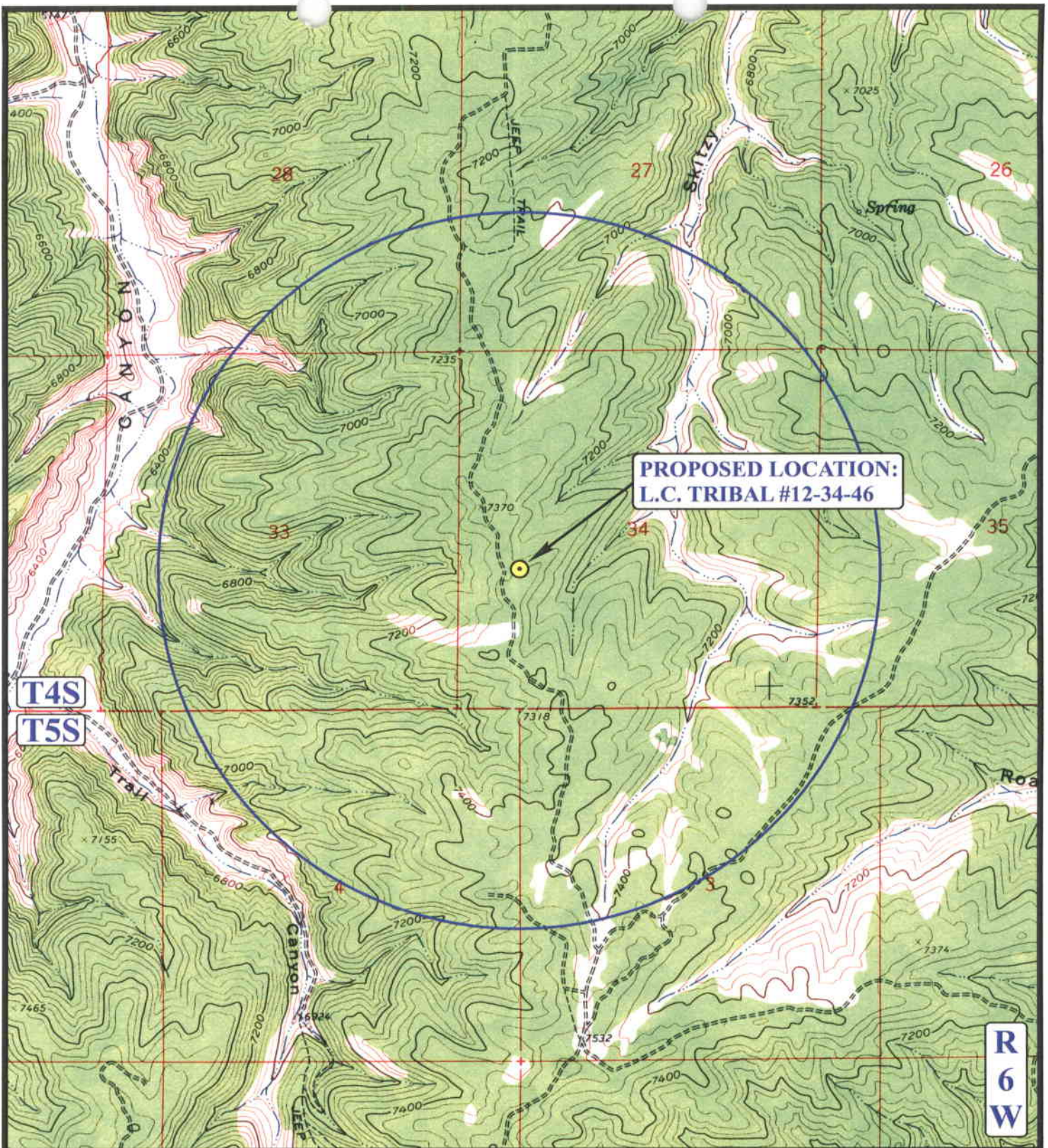


**TOPOGRAPHIC
MAP**

11 07 06
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: L.K. REVISED: 00-00-00





LEGEND:

- DISPOSAL WELLS
- PRODUCING WELLS
- SHUT IN WELLS
- WATER WELLS
- ABANDONED WELLS
- TEMPORARILY ABANDONED

BERRY PETROLEUM COMPANY

L.C. TRIBAL #12-34-46
SECTION 34, T4S, R6W, U.S.B.&M.
2059' FSL 877' FWL



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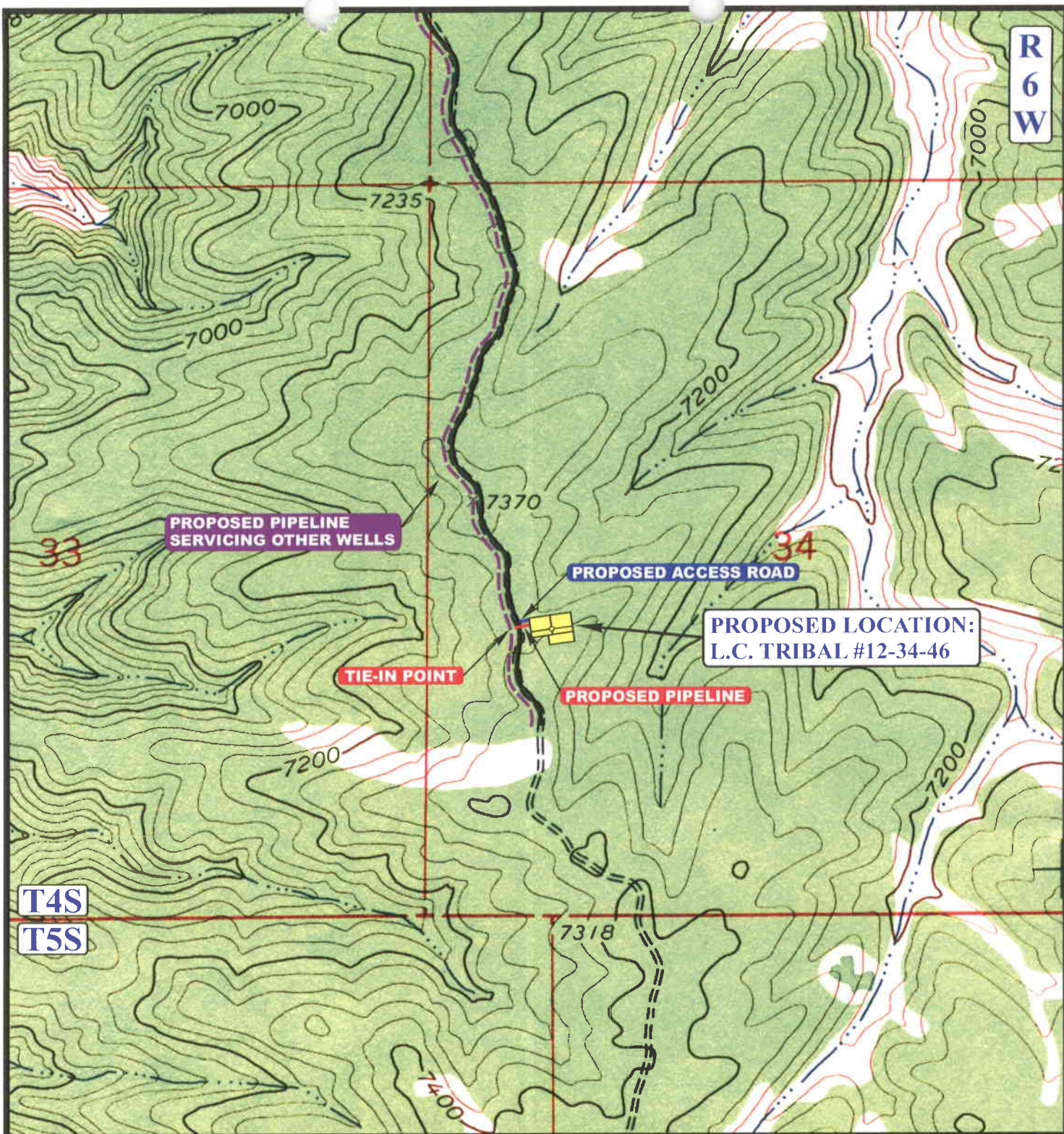


TOPOGRAPHIC
MAP

11 07 06
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: L.K. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 115' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- - - - - PROPOSED PIPELINE
- - - - - PROPOSED PIPELINE (SERVICING OTHER WELLS)

BERRY PETROLEUM COMPANY

L.C. TRIBAL #12-34-46
SECTION 34, T4S, R6W, U.S.B.&M.
2059' FSL 877' FWL



Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC
MAP

11 07 06
 MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: L.K. REVISED: 00-00-00



WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 03/20/2007

API NO. ASSIGNED: 43-013-33590

WELL NAME: LC TRIBAL 12-34-46

OPERATOR: BERRY PETROLEUM COMPANY (N2480)

CONTACT: SHELLY CROZIER

PHONE NUMBER: 435-722-1325

PROPOSED LOCATION:

NWSW 34 040S 060W

SURFACE: 2059 FSL 0877 FWL

BOTTOM: 2059 FSL 0877 FWL

COUNTY: DUCHESNE

LATITUDE: 40.08813 LONGITUDE: -110.5548

UTM SURF EASTINGS: 537956 NORTHINGS: 4437423

FIELD NAME: ALTAMONT (55)

INSPECT LOCATN BY: / /

Tech Review	Initials	Date
Engineering		
Geology		
Surface		

LEASE TYPE: 2 - Indian

LEASE NUMBER: 14-20-H62-5500

SURFACE OWNER: 4 - Fee

PROPOSED FORMATION: GRRV

COALBED METHANE WELL? NO

RECEIVED AND/OR REVIEWED:

☒ Plat
☒ Bond: Fed[] Ind[2] Sta[] Fee[]
(No. RLB0005651)
☒ Potash (Y/N)
☒ Oil Shale 190-5 (B) or 190-3 or 190-13
☒ Water Permit
(No. 43-11041)
☒ RDCC Review (Y/N)
(Date:)
☒ Fee Surf Agreement (Y/N)
☒ Intent to Commingle (Y/N)

LOCATION AND SITING:

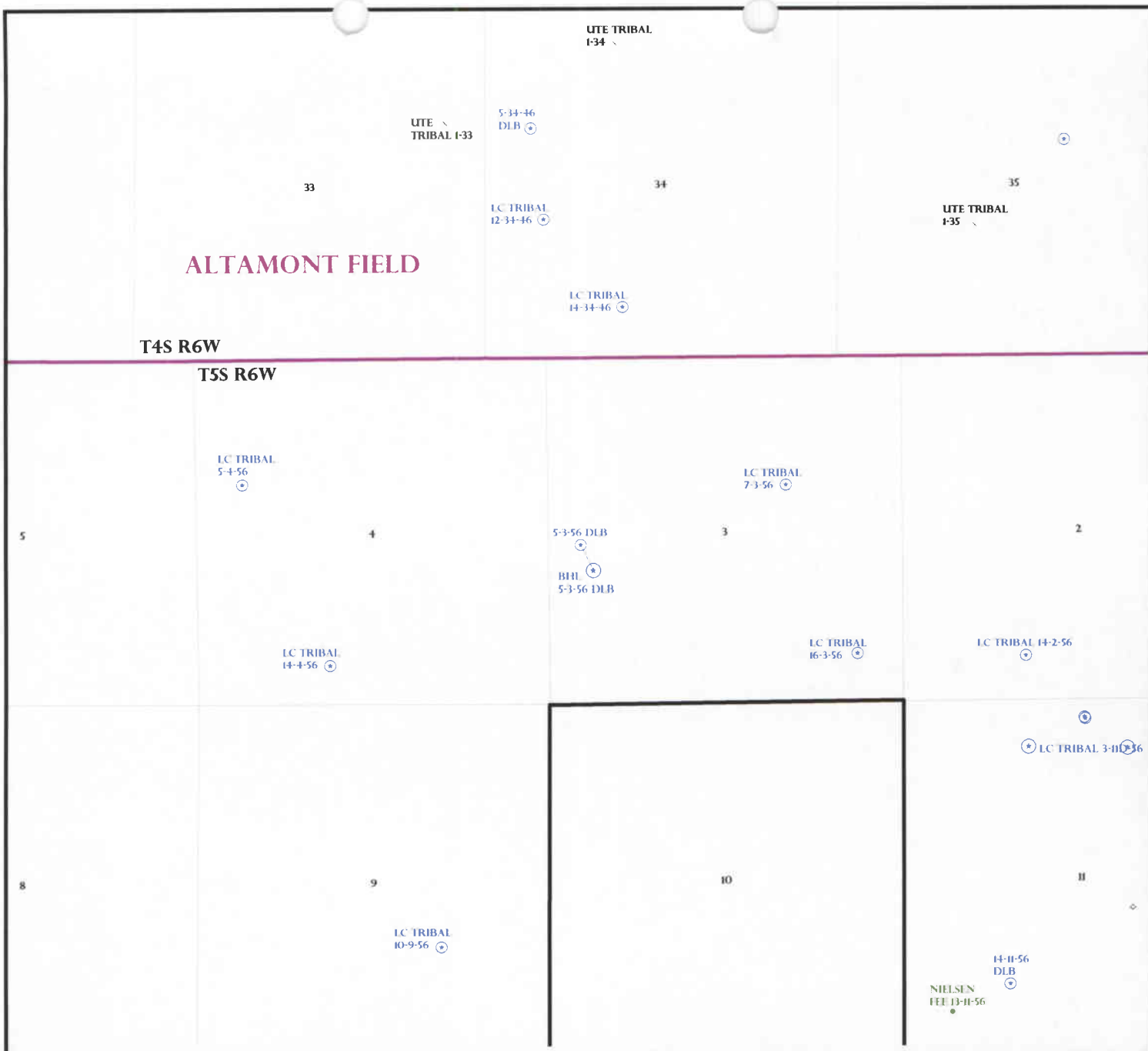
___ R649-2-3.
Unit: _____
___ R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells
☒ R649-3-3. Exception
___ Drilling Unit
Board Cause No: _____
Eff Date: _____
Siting: _____
___ R649-3-11. Directional Drill

COMMENTS:

Need Permit (03-20-07)

STIPULATIONS:

*1- Leasing Approval
2- Spacing Strip
3- STATEMENT OF BASIS*



OPERATOR: BERRY PETRO CO (N2480)

SEC: 34 T.4S R. 6W

FIELD: ALTAMONT (55)

COUNTY: DUCHESNE

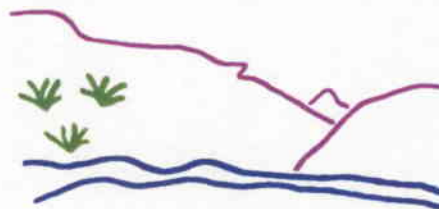
SPACING: R649-3-3 / EXCEPTION LOCATION

Field Status
 ABANDONED
 ACTIVE
 COMBINED
 INACTIVE
 PROPOSED
 STORAGE
 TERMINATED

Unit Status
 EXPLORATORY
 GAS STORAGE
 NF PP OIL
 NF SECONDARY
 PENDING
 PI OIL
 PP GAS
 PP GEOTHERML
 PP OIL
 SECONDARY
 TERMINATED

Wells Status

GAS INJECTION
 GAS STORAGE
 LOCATION ABANDONED
 NEW LOCATION
 PLUGGED & ABANDONED
 PRODUCING GAS
 PRODUCING OIL
 SHUT-IN GAS
 SHUT-IN OIL
 TEMP. ABANDONED
 TEST WELL
 WATER INJECTION
 WATER SUPPLY
 WATER DISPOSAL
 DRILLING



Utah Oil Gas and Mining



PREPARED BY: DIANA MASON
 DATE: 27-MARCH-2007

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BERRY PETROLEUM COMPANY
Well Name LC TRIBAL 12-34-46
API Number 43-013-33590-0 **APD No** 350 **Field/Unit** UNDESIGNATED
Location: 1/4,1/4 NWSW **Sec** 34 **Tw** 4S **Rng** 6W 2059 FSL 877 FWL
GPS Coord (UTM) 537966 4437432 **Surface Owner**

Participants

Floyd Bartlett (DOGM), Jeff Crozier (Berry Petroleum), Ben Williams (UDWR).

Regional/Local Setting & Topography

The location is proposed in the middle Skitzzy area between the Right Fork of Indian Canyon and Lake Canyon. The area is approximately 13 road miles southwest of Duchesne, Utah. Access from the Indian Canyon State Highway 91 is following the Skitzzy road about 2 miles then along a two-track road to be up-graded about 3.1 miles. From this point a new road 90 feet in length will be constructed. The non-highway access is across Ute Tribal, Utah Division of Wildlife Resources and private lands.

General topography in the area is broken pinion-juniper ridges with frequent draws and interspersed bench lands. Slopes are not excessively steep on top of the benches or ridges, but side slopes are frequently overly steep. All drainages are ephemeral and no seeps, springs or surface water are known to exist in the area.

The proposed LC Tribal # 12-34-46 oil well it is on a moderate north slope, which extends off the top of the main ridge. Moderate cut and fill is being utilized to avoid chained wildlife habitat. Location is about 1/2 within the area that has been chained. The lower portion is in dense pinion-juniper. The site was prelocated with the UDWR. No drainages intersect the location and no diversions are needed.

The surface for this location is owned by Berry Petroleum Co. and the minerals are owned by the US Government and held in trust for the Ute Indian Tribe.

Surface Use Plan

Current Surface Use

Grazing
Recreational
Wildlife Habitat
Deer Winter Range

New Road

Miles	Well Pad		Src Const Material	Surface Formation
0.01	Width 220	Length 300	Onsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetland N

Flora / Fauna

The location is on the outer edge of an old pinion-juniper chaining project. A good vegetative cover exists consisting of big sagebrush, basin wild rye, slender wheat grass, crested wheat grass, petradoria. Moderate elk use has occurred in the area.

Elk, deer, coyotes, rabbits and small mammals, birds and raptors.

Soil Type and Characteristics

Moderately deep shaley stoney sandy loam

Erosion Issues Y

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required N

Berm Required? N

Erosion Sedimentation Control Required? N

Paleo Survey Run? N

Paleo Potential Observed? N

Cultural Survey Run? Y

Cultural Resources? N

Reserve Pit

Site-Specific Factors

Site Ranking

Distance to Groundwater (feet)	>200	0
Distance to Surface Water (feet)	>1000	0
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	300 to 1320	10
Native Soil Type	Mod permeability	10
Fluid Type	Fresh Water	5
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)	10 to 20	5
Affected Populations	<10	0
Presence Nearby Utility Conduits	Not Present	0

Final Score 30 1 **Sensitivity Level**

Characteristics / Requirements

Berry plans to drill the well using a closed loop mud circulation system. However if plans change a reserve pit will be constructed within an area of cut on the southeast corner of the location. Pit size would be 70'x 180' x 10' deep with a 10' wide bench. The pit would be lined wit a minimum 16mil liner.

Closed Loop Mud Required? N

Liner Required? Y

Liner Thickness 16

Pit Underlayment Required? Y

Other Observations / Comments

Floyd Bartlett
Evaluator

3/20/2007
Date / Time

Application for Permit to Drill

Statement of Basis

Utah Division of Oil, Gas and Mining

5/21/2007

Page 1

APD No	API WellNo	Status	Well Type	Surf Ownr	CBM
350	43-013-33590-00-00		OW	P	No
Operator	BERRY PETROLEUM COMPANY	Surface Owner-APD			
Well Name	LC TRIBAL 12-34-46	Unit			
Field	UNDESIGNATED	Type of Work			
Location	NWSW 34 4S 6W U 2059 FSL 877 FWL	GPS Coord (UTM)	537956E 4437423N		

Geologic Statement of Basis

The mineral rights for the proposed well are owned by the Ute Tribe. The BLM will be the agency responsible for evaluating and approving the drilling, casing and cement programs.

Brad Hill

5/21/2007

APD Evaluator

Date / Time

Surface Statement of Basis

The location is proposed in the middle Skitzzy area between the Right Fork of Indian Canyon and Lake Canyon. The area is approximately 13 road miles southwest of Duchesne, Utah. Access from the Indian Canyon State Highway 91 is following the Skitzzy road about 2 miles then along a two-track road to be up-graded about 3.1 miles. From this point a new road 90 feet in length will be constructed. The non-highway access is across Ute Tribal, Utah Division of Wildlife Resources and private lands.

General topography in the area is broken pinion-juniper ridges with frequent draws and interspersed bench lands. Slopes are not excessively steep on top of the benches or ridges, but side slopes are frequently overly steep. All drainages are ephemeral and no seeps, springs or surface water are known to exist in the area.

The proposed LC Tribal # 12-34-46 oil well it is on a moderate north slope, which extends off the top of the main ridge. Moderate cut and fill is being utilized to avoid chained wildlife habitat. Location is about ½ within the area that has been chained. The lower portion is in dense pinion-juniper. The site was prelocated with the UDWR. No drainages intersect the location and no diversions are needed.

The surface for this location is owned by Berry Petroleum Co. and the minerals are owned by the US Government and held in trust for the Ute Indian Tribe. Ben Williams represented the UDWR. Michael Cutler of the BLM who represents the Ute Indian Tribe was invited to the pre-site evaluation but was unable to attend.

To reduce the impact on wintering deer and elk in the area, Ben Williams representing the UDWR, stated they will require, as part of their surface use agreement, that no road or pad construction, drilling or use of work-over rigs occur during the critical wintering period of December 1 thru April 15. He also requested that if a pump jack is installed on the location, a reduced sound emission muffler be installed on the motor. In addition he said that UDWR is currently working with Berry Petroleum and Barrett Resources for actions that would reduce the impact on these wintering herds. Both companies propose several wells on nearby UDWR properties.

Mr. Williams gave Mr. Crozier of Berry Petroleum a copy of his wildlife evaluation and a seed mixture to be used to re-vegetate un-used portions of the disturbed area.

The selected location appears to be the best site for drilling and operating a well in the immediate area.

Floyd Bartlett

3/20/2007

Onsite Evaluator

Date / Time

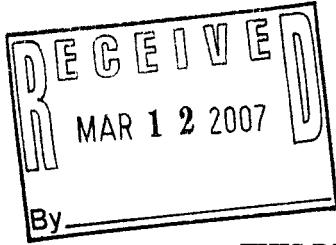
Application for Permit to Drill
Statement of Basis
Utah Division of Oil, Gas and Mining

5/21/2007

Page 2

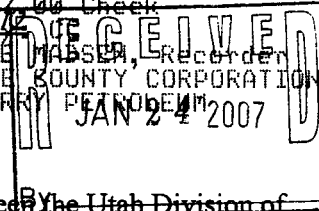
Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit unless a closed loop system is used..



RIGHT-OF-WAY LEASE AND EASEMENT AGREEMENT
FOR WELL SITES ACCESS ROAD AND PIPELINES
DWR EASEMENT NUMBER DUC 0610 EAC 07

498 Pg 757
MAR-2007 8:46AM
CAROLYN MASON, Recorder
DUCESNE COUNTY CORPORATION
For: BERRY PETROLEUM



THIS RIGHT-OF-WAY AGREEMENT AND EASEMENT is between The Utah Division of Wildlife Resources who's address is 1594 West North Temple, Suite 2110, Salt Lake City, Utah 84114-6301 (GRANTOR), and Berry Petroleum Company who's address is 950 17th Street, Suite 2400, Denver Colorado, 80202 ("GRANTEE").

WHEREAS, the GRANTOR owns certain real property known as the Indian Canyon Wildlife Management Area (the "Property") located in Duchesne County, in Northeastern Utah; and

WHEREAS, GRANTEE is desirous of obtaining a right-of-way easement on the Property for the purpose of installing three (3) well sites, a natural gas transportation pipeline and associated access roads ("FACILITIES"), referred to herein as "the Project"; and,

WHEREAS, GRANTOR and GRANTEE are collectively referred to herein as "the Parties;" and

WHEREAS, the Parties desire to enter into this Right-of-Way Agreement and Easement ("the Agreement") in anticipation of GRANTOR granting to GRANTEE an easement and right-of-way ("Easement") for the Project over GRANTOR lands.

NOW THEREFORE, in exchange for mutual consideration, as described below, and other good and valuable consideration, the Parties agree as follows:

A. Easement Location and Description. Location and brief legal descriptions of the Right-of-Way Easement for the Project are listed on the following table.

EXH	SUBDIVISION	S. T. R.	FACILITY	DISTANCE
A-7	S ½	14, T4S, R6W	Pipeline/Road	2,999.63'/181.796rds/2.066 ac.
A-6	W ½	27, T4S, R6W	Pipeline/Road	Included with Sec. 3
A-6	W ½	34, T4S, R6W	Pipeline Road	Included with Sec 3
A-4	W ½	3, T5S, R6W	Pipeline/Road	15,224.37'/922.689rds/10.485 ac.
A-2	SE ½ SW1/4	3, T5S, R6W	Pipeline Road/Wells	563.47'/34.15rds/ 0.388 ac.
A-1	NW ¼	10, T5S, R6W	Pipeline/Road	11,476.36'/695.54 rds/7.904 ac
A, A-5	E 1/2, SW ¼	9, T5S, R6W	Pipeline/Road	Above Inc Sec 10 and pt of sec.3
A-3	N ½	11, T5S, R6W	Pipeline/Road/Well	1,114.68'/67.56rds/0.768 ac.

TOTAL FEET = 31,378.51 TOTAL RODS = 1901.735 TOTAL ACRES = 21.611

RECEIVED
MAR 22 2007
DIV. OF OIL, GAS & MINING

1. **Descriptions of Facilities:** The Grantee shall have a 50 foot wide construction right-of-way which will be reduced to a 30-foot wide permanent right-of-way along and being 15 feet on either side of a center line 31,378.51, feet in length, in addition there are three well sites, The Facilities including Roads, Pipelines and Well Sites are located in Duchesne County, Utah, shown and more particularly described on the attached Exhibits A, A-1, A-2, A-3, A-4, A-5, A-6, A-7 ,

B. Terms and Conditions. The GRANTOR grants an Easement over and across the above described lands to the GRANTEE subject to the following terms and conditions and conditions contained within Exhibit C 'MULTI POINT SURFACE USE & OPERATIONS PLAN' attached:

1. **Project Description.** This Easement is for the purpose of laying a natural gas pipeline on the surface, along side an access road for the purpose of producing and developing natural gas wells from three locations and transporting natural gas from existing oil and gas wells from the construction of three well sites, as well as from the new well sites granted by this document.
2. **Ingress and Egress.** The Easement includes reasonable right of continued ingress and egress over and upon the Project for the purposes of construction, installation, operations and maintenance.
3. **Minimizing Surface Disturbance.** Excavation, construction, installation, and maintenance operations contemplated hereby are to be carried out in a manner to insure minimum disturbance to the Property within and adjacent to the Easement, further,
4. **Winter Activities.** Activities relating to the construction, installation, operation and maintenance of the Pipeline and Road and any associated facilities may not be conducted during the period of December 1st through April 15th of any year, without express written consent of the Appropriate Regional Manager, Grantee will suspend all construction operations during the general Rifle Deer Hunt from two hours before sunset until two hours after sunrise.
5. **Project Area Restoration.** Immediately following construction and installation of the Project all disturbed lands not required for continuous use will be graded and restored to original conditions. All existing fences, gates and other structures that may have been damaged, or may be damaged during the term of the Easement, will be restored to original or better condition than before the damage occurred.
6. **Noxious Weeds.** According to state law, GRANTOR is mandated to control noxious weeds and their spread. GRANTEE is required to wash all equipment and vehicles to reduce the possibility of off-site introductions of undesirable plant species prior to entering GRANTOR property. Further, GRANTEE will assume the cost of chemical, labor, and all other measures needed to prevent and control the spread of noxious weeds along the project route and on and around the drilling pad throughout the life of the Easement. In the event project activities result in noxious weed problems after this Easement is terminated, GRANTEE will continue to be responsible for the costs of controlling said noxious weeds until GRANTOR is satisfied with the results, and that GRANTOR has released GRANTEE from further noxious weed control obligations. Obtaining approved procedures and required permits to control the noxious weeds will be the responsibility of GRANTEE.

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0759

7. Re-vegetation. GRANTEE will re-establish a successful vegetation cover by seeding all disturbed areas, not required for continuous use or operations, with a seed mixture and density of distribution specified by GRANTOR. The seed mixture will consist of shrubs, forbs and grasses, similar in nature to the pre-existing vegetation surrounding the disturbed site. GRANTEE will not be excused from this obligation until GRANTOR has inspected the site and determined that the re-vegetation is successful.

8. Floods or Fire. GRANTOR assumes no responsibility or liability and is indemnified by GRANTEE for damages and losses to the Easement or any GRANTEE facilities as a result of a natural flood event or a wild range fire. However, GRANTEE shall bear full cost and responsibility for flood and erosion damage that is proximately caused by the Easement development. Further, GRANTEE shall bear full cost and responsibility for wild fires that are the result of the project.

9. Project Costs. All costs for the Project, including surveys, cultural and archeological surveys, threatened and endangered species surveys, which may be required prior to construction and any re-vegetation of disturbed sites and restoration of all structures, will be borne by GRANTEE.

10. Operation & Maintenance Responsibility. GRANTEE is responsible for operating and maintaining the Project.

11. Compliance with Existing Laws. GRANTEE agrees to comply with all associated U.S. Environmental Protection Agency (EPA) and Utah Division of Oil Gas and Mining (DOGM) rules, regulations, and any other laws, rules or policies governing the construction, operation, and maintenance of the Project.

12. Indemnification. GRANTEE agrees to protect, indemnify, save and hold harmless GRANTOR, its agents and employees, from and against all claims, demands, damages, and causes of action of every kind or character on account of bodily injuries, death, or damage to property arising because of, for, out of, or in any way connected with the performance of GRANTEE under this Agreement, except where such injury, death, or damage has resulted from the sole negligence of GRANTOR without negligence or willful act on the part of GRANTEE, its agents, successors, employees, or subcontractors. GRANTEE shall defend all suits brought upon such claims and pay all costs and expenses incidental thereto, but GRANTOR shall have the right, at its option, to participate in the defense incidental thereto without relieving GRANTEE of any obligation hereunder.

13. Easement Term. This Easement shall be for a term of 30 years beginning on the date when all signatures have been affixed. The Easement may be renewed or re-negotiated at any time 6-months prior to its expiration. Such application for renewal or re-negotiation shall be subject to GRANTOR's policy in force at that time.

14. Cancellation. The Easement may be canceled by GRANTOR for failure of GRANTEE to abide by any of the terms and conditions set forth herein, after GRANTEE has been given notice of such default, and if GRANTEE fails to correct the default within 30 days after receipt of the notice. The Easement may be canceled by GRANTEE upon 60 days notice to GRANTOR.

15. Removals and Recovery. Should the Pipeline be abandoned by Grantee or its successors (abandonment shall be when the facilities have been unused for their primary purpose for a period of 5 Years) or is no longer in use by GRANTEE or its successors, GRANTEE or its successors will remove from the Property all surface equipment and facilities associated with the Pipeline

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and recover all impacted land and its vegetative cover in accordance with established laws, procedures, policies, guidelines and as set forth in the above terms and conditions B.4, B.5, & B.6 above. Said removal and restoration shall be completed within 9 months from the time GRANTEE has determined the Pipeline will no longer be used. Grantee shall make a diligent and good-faith effort to clean the Pipeline using standard industry practices and technologies available at the time the Pipeline is no longer used to transport natural gas in order to minimize, as much as reasonably practical, environmental contaminants left on or in the Pipeline. At such time as the Project is no longer operational and has been restored to its natural condition, this Easement as to the Project shall be deemed terminated without cost, loss, or reimbursement by the GRANTOR to GRANTEE for the Easement or any part/portion thereof.

16. Transfer of Easement Privileges and Terms. The privileges, rights, terms and conditions of this Agreement shall apply to any party, its heirs and assigns to the above described facilities from GRANTEE.

17. Bonding. Grantee's obligations under this Agreement shall be ensured under a Field Reclamation Bond ("Bond"), made payable to the Utah Division of Wildlife Resources for the amount of \$100,000 (One-Hundred Thousand Dollars), the required bond issued by RLI Insurance Company, 925 north Lindbergh Dr. Peoria, IL 01015 said bond identified as RLB 0009627 and attached hereto as Exhibit D. Bond liability shall remain in full force and effect until liability thereunder is released by GRANTOR.

The Bond value may be reviewed at any time and shall be reviewed at least every ten years during the term of this agreement to determine if adjustments are required for inflation or for the scope of Grantee's cumulative obligations ensured thereby. In the event it is determined that an adjustment is required GRANTOR shall provide written notification to GRANTEE, or its heir's or assigns. Should the use of the bonding funds be required for clean up or restoration, Grantee or its successors shall be responsible for any and all funds required for completion of restoration or repair in excess of the bonded amount. The acceptance of restoration and/or repair of GRANTOR Lands shall be at the sole discretion of the GRANTOR.

C. Right-of-Way Easement Fee.

The Fee for this Right-of-Way and Easement Agreement is **\$34,231.23** Payment is due when GRANTEE returns this Agreement to GRANTOR appropriately signed and notarized. The payment was computed as follows:

Grantee Petroleum Company supplied an appraisal of lands in the area, prepared by William R. Lang, MAI, which meets Uniform Appraisal Standards for Federal Land Acquisitions. Based upon this appraisal, the market value of the subject easement is 1,945.00 (computed at \$100/acre for 21.611 acres less 10%). The value of the easement calculated according to GRANTOR's fee schedule is \$ 34,231.23 (computed at \$18/rod for 1901.735 rods).

The higher of the two values is \$34,231.23 of which 75% (\$25,673.42) will be credited to W-113-L as program income. No costs are to be incurred by the Utah Division of Wildlife Resources as a result of this amendment.

All payments are final. There shall be no pro rata reimbursement of any payments

hereunder should the Project outlined under this Agreement terminate before its term has lapsed.

IN WITNESS WHEREOF, Grantee Petroleum Company accepts the terms and conditions of this Agreement and Easement, on the 30 day of

January 2007.

GRANTEE:

BERRY PETROLEUM COMPANY

By: Eddy Courtwright

GRANTOR:

UTAH DIVISION OF WILDLIFE RESOURCES

By: [Signature]

[Signature] 2/13/07
Financial Manager, Division of Wildlife Resources

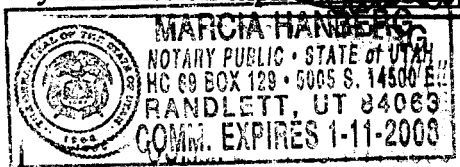
ACKNOWLEDGEMENT

STATE OF Utah)
COUNTY OF Duchesne) ss:

The foregoing instrument was acknowledged before me this 30 day of January 2007 by, Eddy Courtwright who being known to me or proved to me that he is authorized by Berry Petroleum Company, a Delaware Corporation as a Corporate Officer, or it's Attorney in Fact as designated by the Board of Directors to sign the within document on behalf of Grantee Petroleum Company.

Witness my hand and official seal.

My commission expires January 11, 2008



[Signature]
Notary Public
Residing at: Randlett

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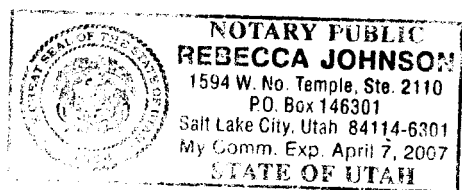
ACKNOWLEDGEMENT

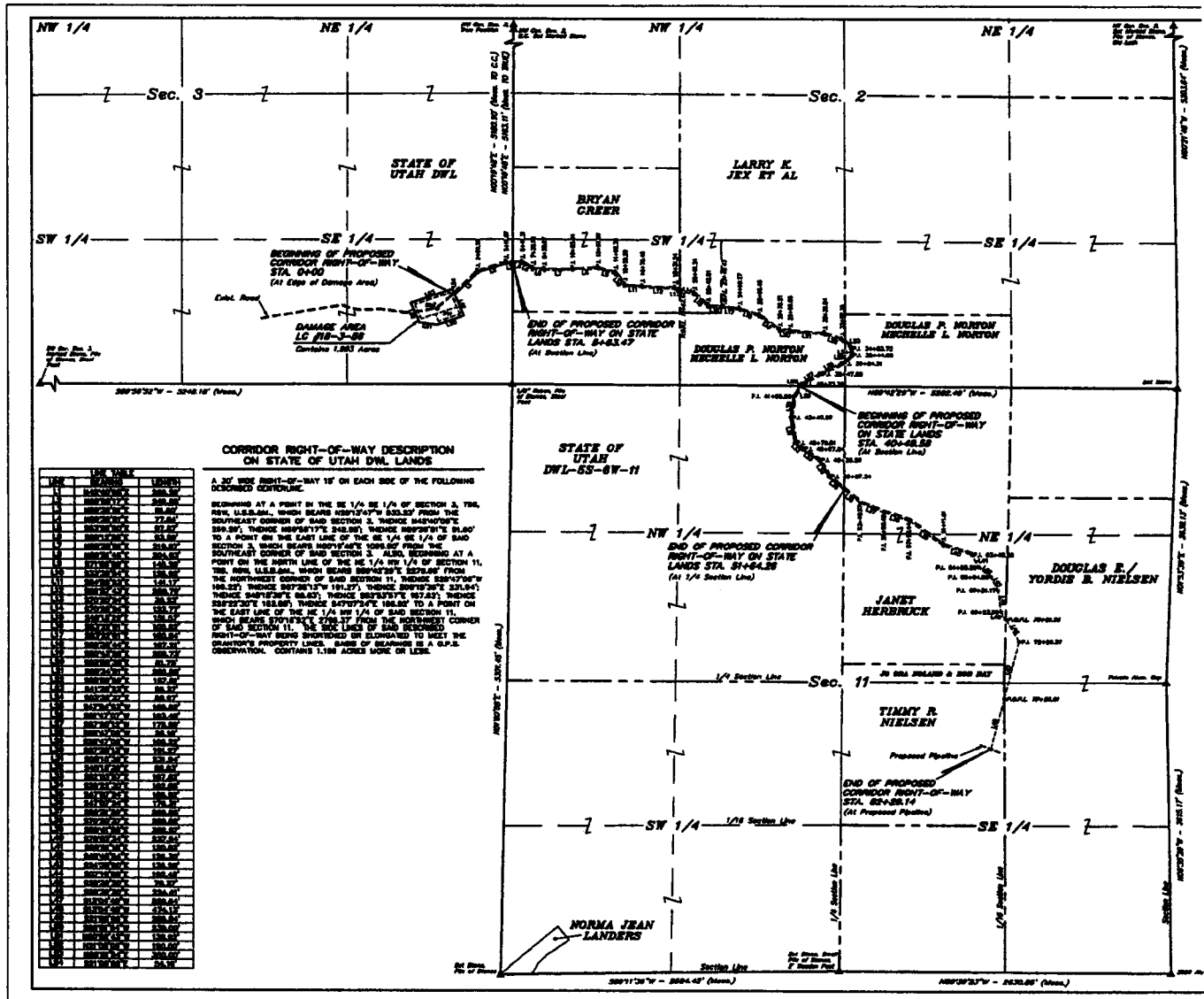
STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 26th day of February, 2007, personally appeared before me Alan Clark
who being first duly sworn said that he is the Director of the Division of Wildlife Resources, for
the State of Utah, that the foregoing instrument was executed pursuant to authority granted him
by The Wildlife Resources Code of Utah (23-21-1), and he acknowledged to me that he executed
the same.

Rebecca Johnson
Notary Public in and for the State of Utah

My commission expires April 7, 2007





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Ent 393166 Bk A0498 Pg 0764



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CORRIDOR RIGHT-OF-WAY
DESCRIPTION ON STATE DWL LANDS

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE
FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT ON SOUTH LINE OF THE SW 1/4 SE 1/4 OF SECTION 9, T5S, R6W, U.S.B.&M., WHICH BEARS S89°12'09"W 2374.12' FROM THE SOUTHEAST CORNER OF SAID SECTION 9, THENCE N32°46'12"W 9.55'; THENCE N67°11'19"W 116.00'; THENCE N79°01'47"W 92.13'; THENCE S89°09'53"W 47.85'; THENCE S38°44'52"W 95.08' TO A POINT ON THE SOUTH LINE OF THE SE 1/4 SW 1/4 OF SAID SECTION 9, WHICH BEARS S89°12'09"W 2684.05' FROM THE SOUTHEAST CORNER OF SAID SECTION 9. ALSO, BEGINNING AT A POINT ON THE SOUTH LINE OF THE SE 1/4 SW 1/4 OF SAID SECTION 9, WHICH BEARS S89°12'09"W 2849.09' FROM THE SOUTHEAST CORNER OF SAID SECTION 9, THENCE N66°42'04"W 48.11'; THENCE N75°42'28"E 118.88'; THENCE N42°51'22"E 54.48'; THENCE N27°22'58"E 87.75'; THENCE N35°42'04"E 95.19'; THENCE N47°50'48"E 93.00'; THENCE N18°58'13"E 101.37'; THENCE N06°27'26"W 200.25'; THENCE N33°01'10"E 360.00'; THENCE N46°52'39"E 629.07'; THENCE N35°27'59"E 173.16'; THENCE N46°37'37"E 369.65'; THENCE N26°13'27"E 200.64'; THENCE N39°07'08"E 331.36'; THENCE N20°43'15"E 354.72'; THENCE N46°19'49"E 129.31'; THENCE N20°35'02"E 104.51'; THENCE N48°47'42"E 224.15'; THENCE N39°35'33"E 306.02'; THENCE N69°49'28"E 182.36'; THENCE N24°52'43"E 142.34'; THENCE N05°37'48"E 299.80'; THENCE N10°35'26"W 168.22'; THENCE N37°54'05"E 252.03'; THENCE N12°14'09"E 532.26'; THENCE N58°45'34"E 195.48' TO A POINT ON THE EAST LINE OF THE NE 1/4 NE 1/4 OF SAID SECTION 9, WHICH BEARS S00°30'57"W 743.71' FROM THE NORTHEAST CORNER OF SAID SECTION 9, THENCE N59°12'43"E 239.98'; THENCE N47°01'36"E 144.17'; THENCE N39°41'05"E 293.27'; THENCE N30°30'28"E 285.97'; THENCE N36°10'13"E 63.32' TO A POINT ON THE NORTH LINE OF THE NW 1/4 NW 1/4 OF SECTION 10, T5S, R6W, U.S.B.&M., WHICH BEARS N89°56'52"E 674.76' FROM THE NORTHWEST CORNER OF SAID SECTION 10, THENCE N36°10'13"E 181.14'; THENCE N18°10'06"E 134.79'; THENCE S38°43'59"E 235.48'; THENCE S53°20'03"E 151.10' TO A POINT ON THE SOUTH LINE OF THE SW 1/4 SW 1/4 OF SECTION 3, T5S, R6W, U.S.B.&M., WHICH BEARS N89°56'52"E 1092.23' FROM THE SOUTHWEST CORNER OF SAID SECTION 3, THENCE S53°20'03"E 77.27'; THENCE S49°53'24"E 187.26'; THENCE N84°44'19"E 118.32'; THENCE N64°44'08"E 257.83'; THENCE N68°12'05"E 125.25' TO A POINT ON THE NORTH LINE OF THE NE 1/4 NW 1/4 OF SAID SECTION 10, WHICH BEARS N89°56'52"E 1764.72' FROM THE NORTHWEST CORNER OF SAID SECTION 10, THENCE N68°12'05"E 64.76'; THENCE N59°22'41"E 312.30'; THENCE N54°20'44"E 150.85'; THENCE N62°49'27"E 421.18'; THENCE N78°29'52"E 555.41'; THENCE N78°56'29"E 775.04'; THENCE S83°03'47"E 316.26'; THENCE S81°31'53"E 187.59'; THENCE S86°57'47"E 32.75'; THENCE N84°23'48"E 50.35' TO A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 3, WHICH BEARS N49°31'51"W 1012.30' FROM THE SOUTHEAST CORNER OF SAID SECTION 3. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 7.904 ACRES MORE OR LESS.



EXHIBIT A-3

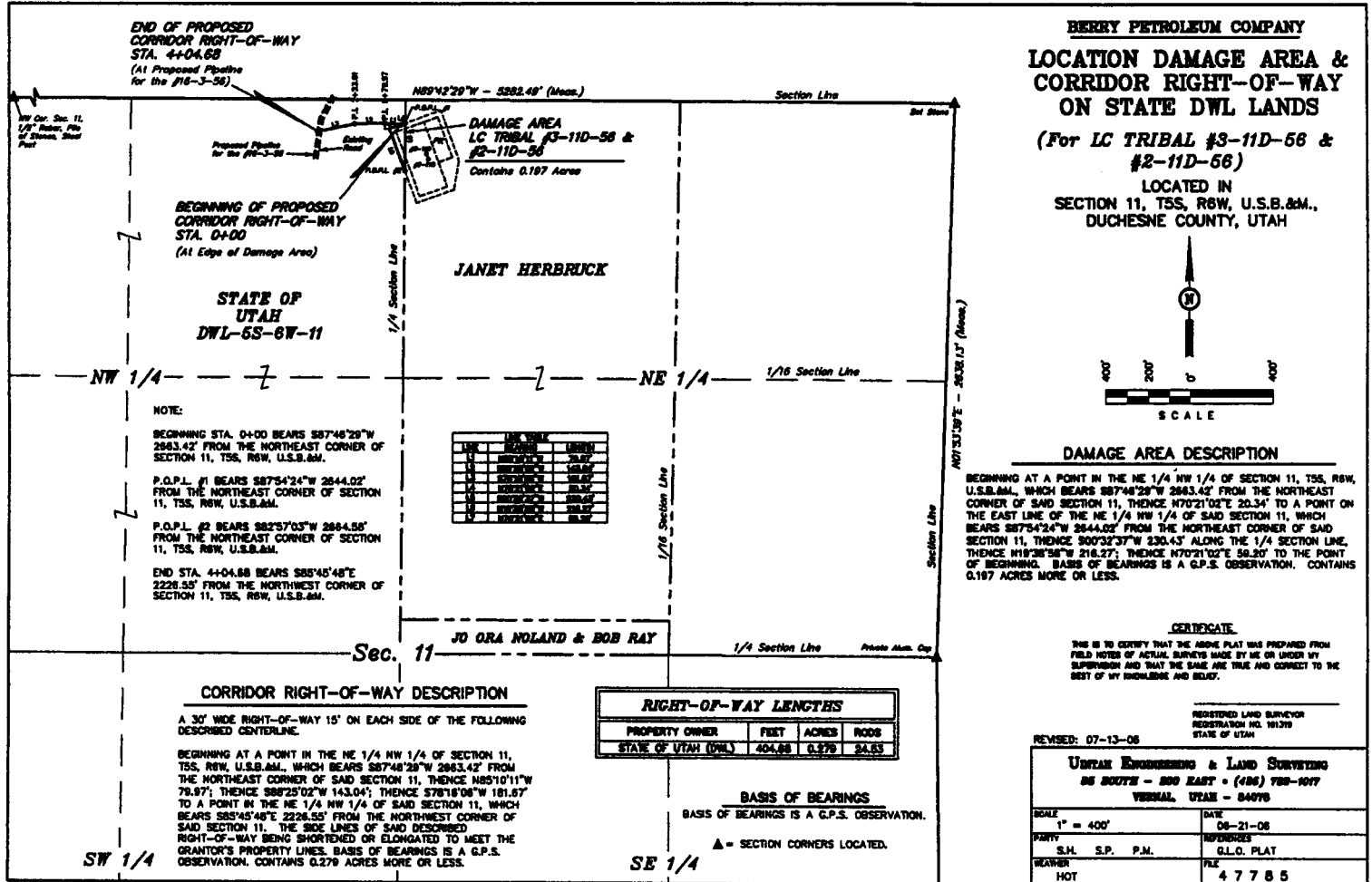


EXHIBIT A-4

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Ent 393166 Bk A0498 Pg 0768

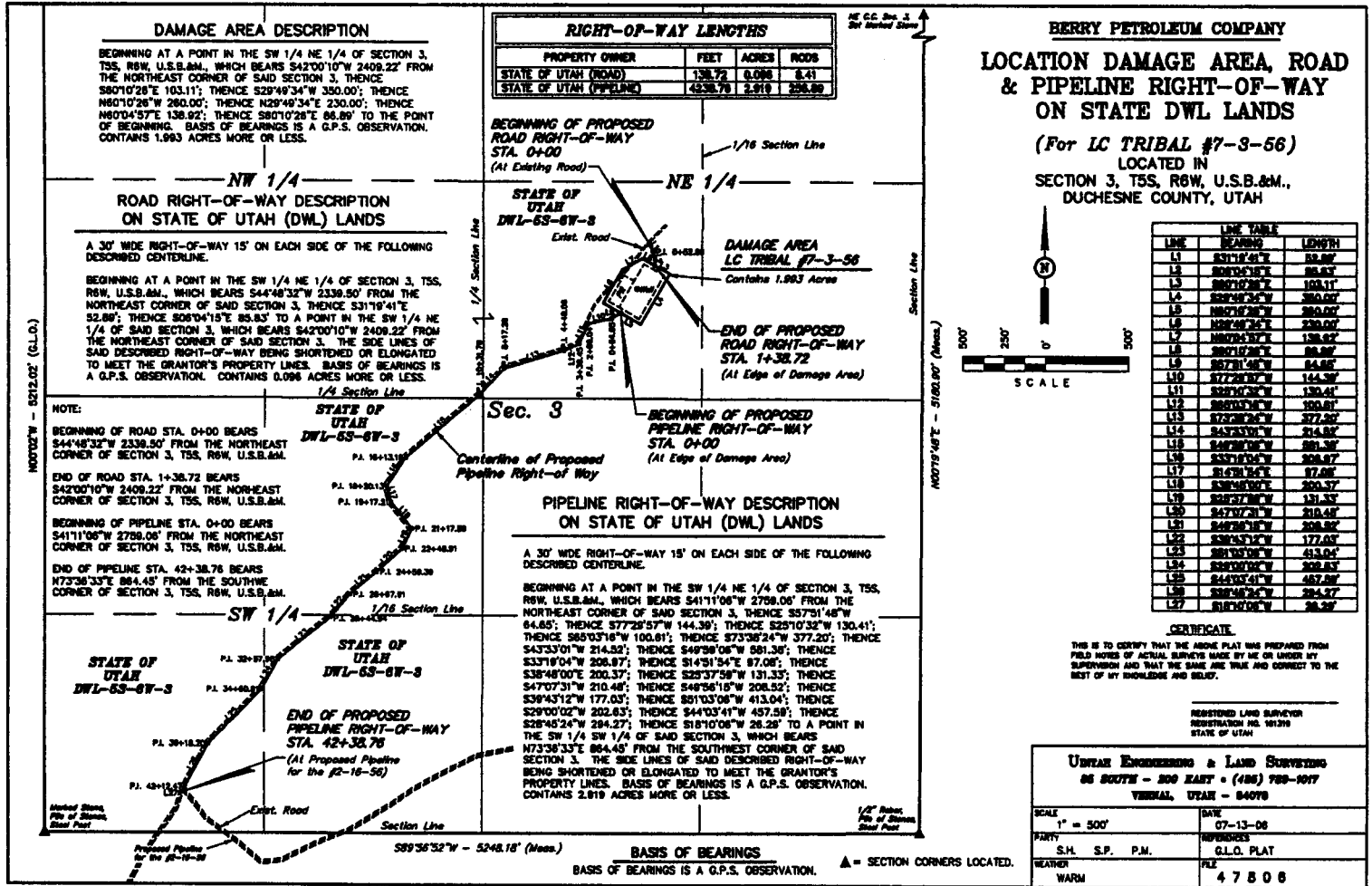


EXHIBIT A-5

Ent 393166 Bk A04980 0760 17

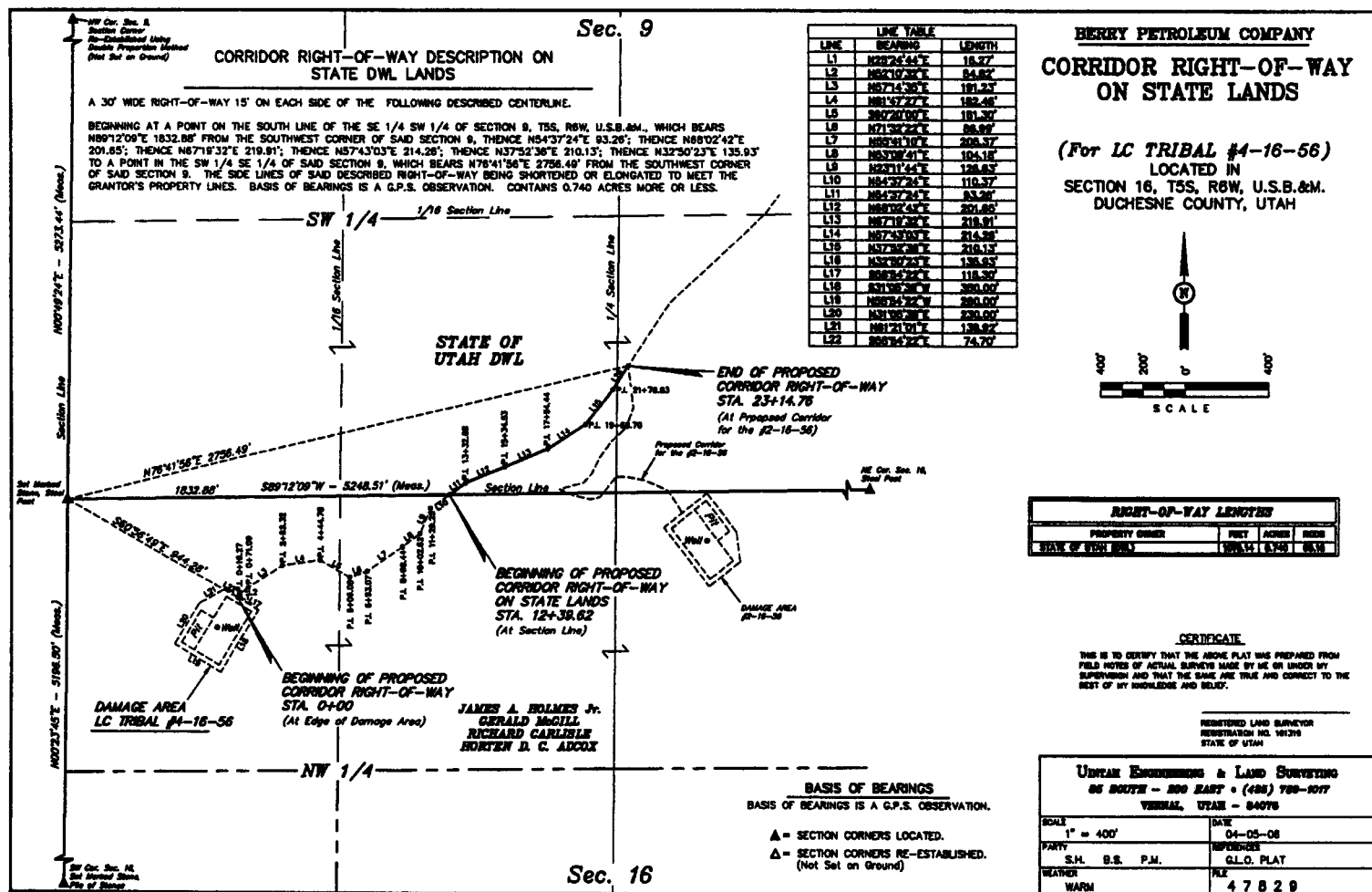
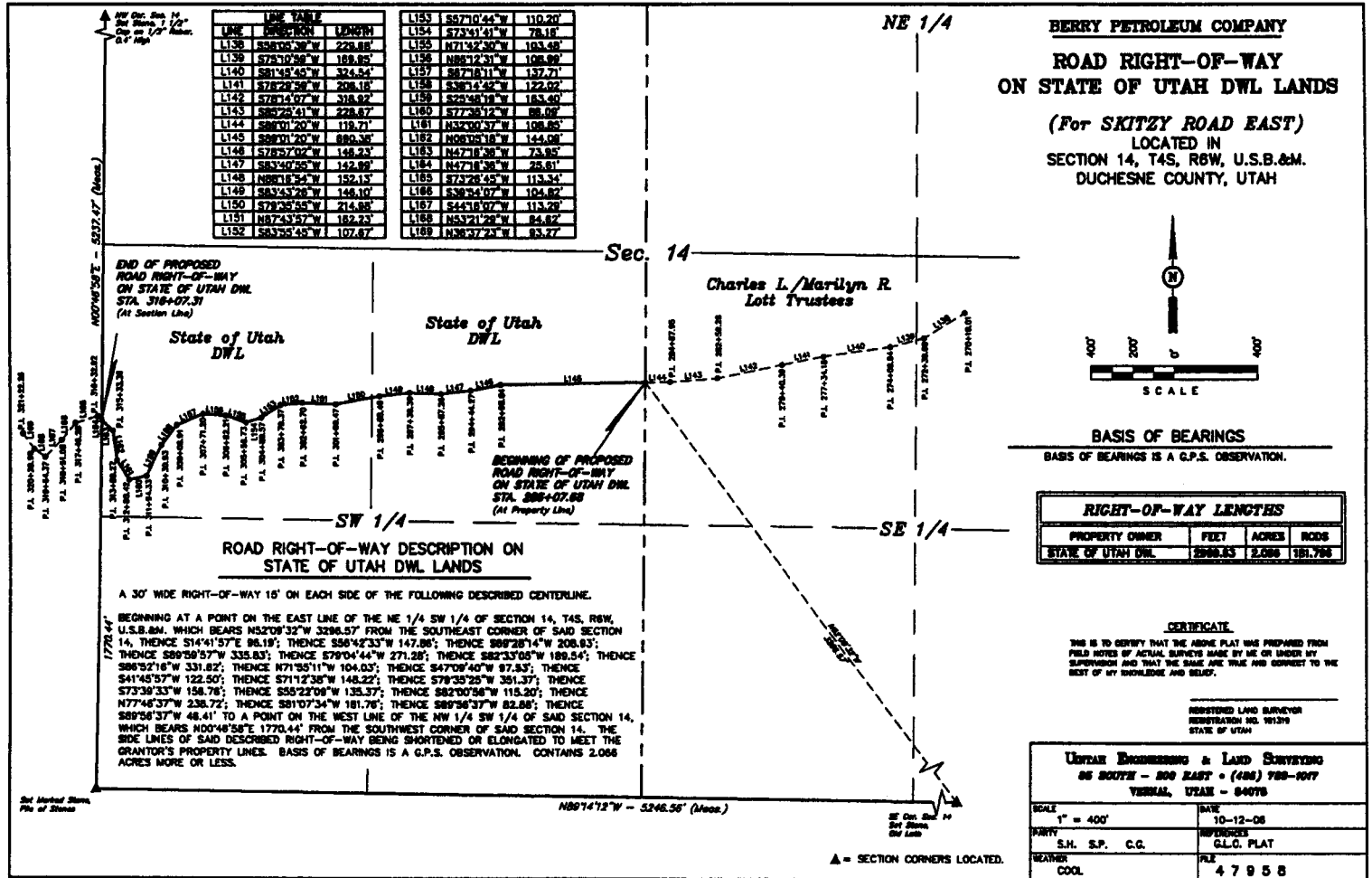
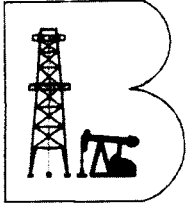




EXHIBIT A-7

Ent 393166 Bk A0498 Pg 010 17





Berry Petroleum Company

Brundage Canyon Field

4000 South 4028 West
Route 2 Box 7735
Roosevelt, UT 84066

Ph. (435) 722-1325
Fax: (435) 722-1321
www.bry.com

February 27, 2007

State of Utah
Department of Natural Resources
Division of Oil, Gas, and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Re: Oil and Gas Conservation General Rules
R649-3-3 Exception to Location and Siting of Wells.
LC Tribal No. 12-34-46

Gentlemen:

Berry Petroleum Company is proposing to drill a development well in the Lake Canyon Field, Duchesne County, Utah. The well is located on lands within the Uintah and Ouray Ute Indian Reservation. A copy of the Federal Application for Permit to Drill (APD) is attached for your review. This APD has been submitted to the Bureau of Land Management (BLM) in Vernal and the Bureau of Indian Affairs (BIA) at Ft. Duchesne.

As shown on the attached staking plat, the proposed location for the LC Tribal No. 12-34-46 falls outside of the allowed standard well spacing (R649-3-2). Berry is requesting an exception to the spacing requirement per regulation R649-3-3 since Berry was unable to locate the proposed well within the allowed spacing "window" due to surface occupancy constraints imposed by the Utah Division of Wildlife Resources. The staked footages represent the closest accessible location to the spacing "window".

In accordance with R649-3-3, Berry is providing a copy of the staking plat showing the proposed location in relation to the allowed spacing "window" and all tracts contacted by a circle with a radius of 460'. A second plat is also attached showing the actual or recently proposed location for all direct or diagonal offsetting wells. As to the 460' radius circle, Berry is also the owner of the adjacent NE/4 SW/4 of Section 34.

Berry is requesting approval of this excepted location as proposed. If additional information is required, please contact Dan Anderson at (303) 825-3344.

Sincerely,

Shelley E. Crozier
Regulatory & Permitting Specialist

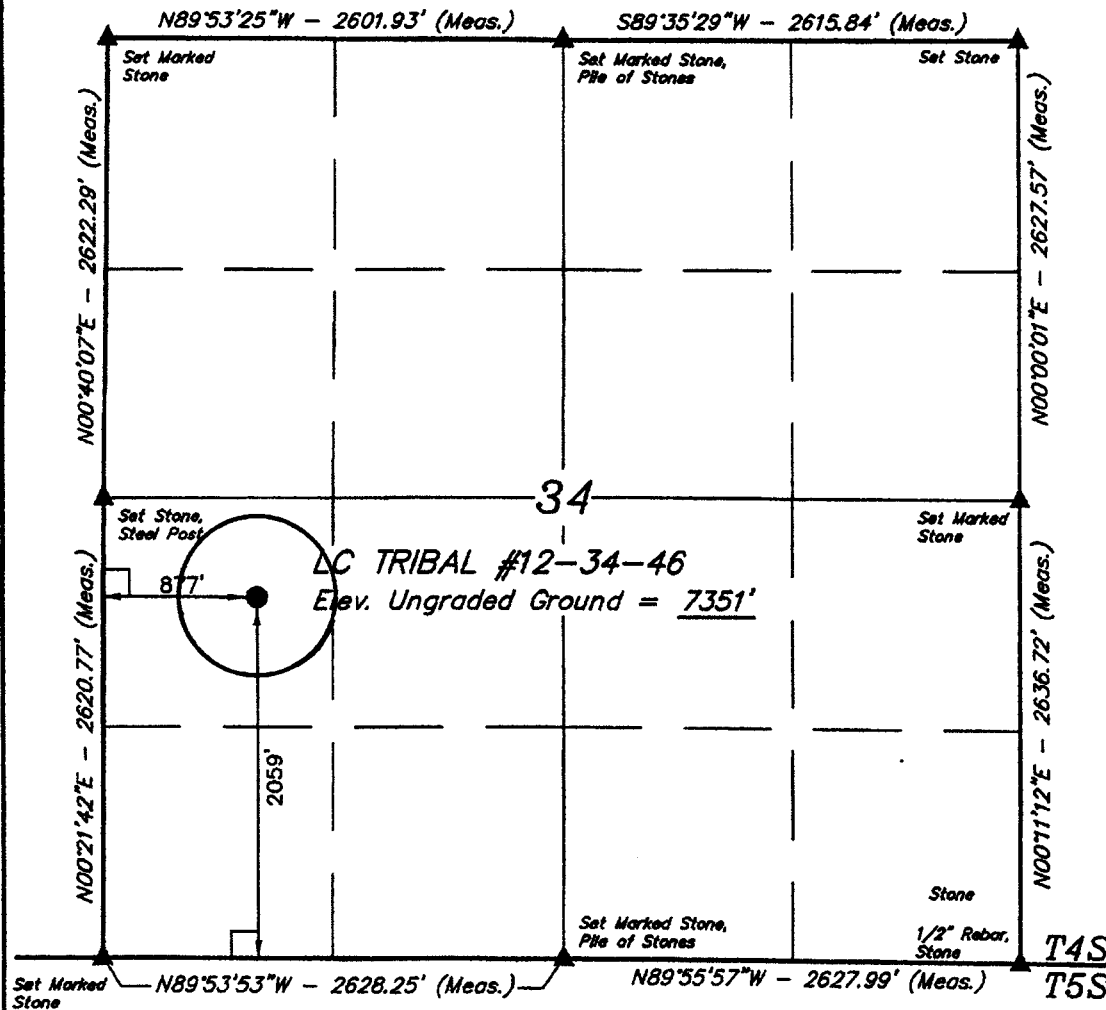
RECEIVED

MAR 29 2007

DIV. OF OIL, GAS & MINING

enclosures

T4S, R6W, U.S.B.&M.



LEGEND:

- └ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

(NAD 83)
 LATITUDE = 40°05'17.36" (40.088156)
 LONGITUDE = 110°33'19.45" (110.555403)
 (NAD 27)
 LATITUDE = 40°05'17.51" (40.088197)
 LONGITUDE = 110°33'16.89" (110.554692)

BERRY PETROLEUM COMPANY

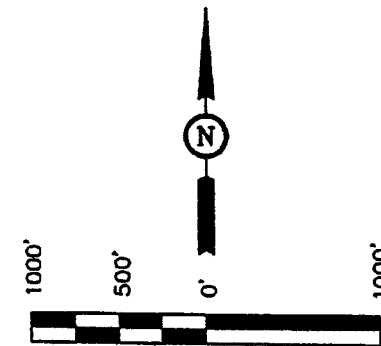
Well location, LC TRIBAL #12-34-46, located as shown in the NW 1/4 SW 1/4 of Section 34, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M. TAKEN FROM THE DUCHESNE SE QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.

BASIS OF BEARINGS

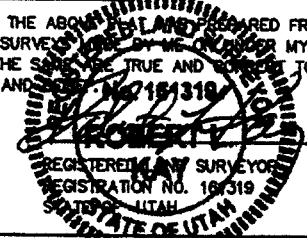
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

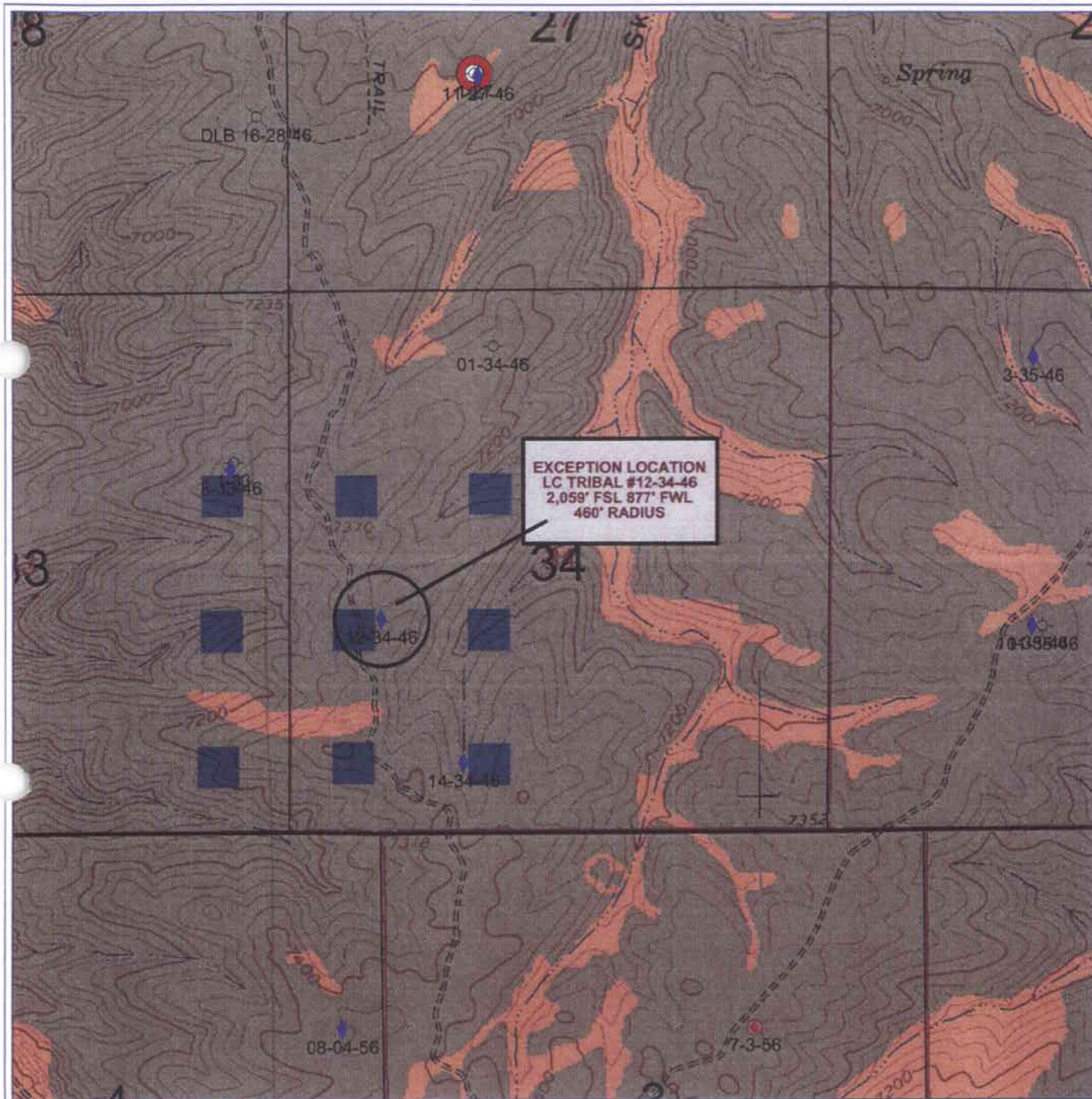
CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE STATEMENT IS BASED FROM FIELD NOTES OF ACTUAL SURVEY MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



UTAH ENGINEERING & LAND SURVEYING
 85 SOUTH 200 EAST - VERNAL, UTAH 84078
 (435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 10-16-06	DATE DRAWN: 01-30-06
PARTY D.R. N.M. D.R.B.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE BERRY PETROLEUM COMPANY	



Berry Petroleum Company

Lake Canyon Project

Exception Location Plat

LC Tribal #12-34-46

Sec 34 T4S R6W - Duchesne Co, Utah



POSTED WELL DATA



Well Label

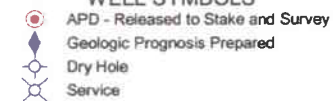
ATTRIBUTE MAP



Any Raster Log IS PRESENT

Any Digital Log IS PRESENT

WELL SYMBOLS



APD - Released to Stake and Survey

Geologic Prognosis Prepared

Dry Hole

Service

February 26, 2007



State of Utah

**Department of
Natural Resources**

MICHAEL R. STYLER
Executive Director

**Division of
Oil, Gas & Mining**

JOHN R. BAZA
Division Director

JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

May 21, 2007

Berry Petroleum Company
Rt. 2, Box 7735
Roosevelt, UT 84066

Re: LC Tribal 12-34-46 Well, 2059' FSL, 877' FWL, NW SW, Sec. 34, T. 4 South,
R. 6 West, Duchesne County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-013-33590.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

cc: Duchesne County Assessor
Bureau of Land Management, Vernal Office

Operator: Berry Petroleum Company
Well Name & Number LC Tribal 12-34-46
API Number: 43-013-33590
Lease: 14-20-H62-5500

Location: NW SW Sec. 34 T. 4 South R. 6 West

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

Notify the Division with 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284

Notify the Division prior to commencing operations to plug and abandon the well.

- Contact Dustin Doucet at (801) 538-5281

3. Reporting Requirements

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.

5. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis. (Copy Attached)

6. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

**STATE OF UTAH
DIVISION OF OIL, GAS, AND MINING**

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to re-enter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

1. Type of Well: OIL <input checked="" type="checkbox"/> GAS <input type="checkbox"/> OTHER: _____ 2. Name of Operator: BERRY PETROLEUM COMPANY 3. Address and Telephone Number: 4000 SOUTH 4028 WEST, RT. 2 BOX 7735 ROOSEVELT, UTAH 84066 (435) 722-1325	5. Lease Designation and Serial Number: 14-20-H62-5500 (EDA) 6. If Indian, Allottee or Tribe Name: _____ 7. Unit Agreement Name: _____ 8. Well Name and Number: LC TRIBAL 12-34-46 9. API Well Number: 43-013-33590 10. Field and Pool, or Wildcat: LAKE CANYON
---	--

4. Location of Well: Footages: 2059' FSL, 877' FWL QQ, Sec., T., R., M.: NW/SW SEC. 34, T4S, R6W USB&M	County: DUCHESNE, State: UTAH
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11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

<p align="center">NOTICE OF INTENT (Submit in Duplicate)</p> <table style="width:100%;"> <tr> <td><input type="checkbox"/> Abandon</td> <td><input type="checkbox"/> New Construction</td> </tr> <tr> <td><input type="checkbox"/> Repair Casing</td> <td><input type="checkbox"/> Pull or Alter Casing</td> </tr> <tr> <td><input type="checkbox"/> Change of Plans</td> <td><input type="checkbox"/> Recomplete</td> </tr> <tr> <td><input type="checkbox"/> Convert to Injection</td> <td><input type="checkbox"/> Reperforate</td> </tr> <tr> <td><input type="checkbox"/> Fracture Treat or Acidize</td> <td><input type="checkbox"/> Vent or Flare</td> </tr> <tr> <td><input type="checkbox"/> Multiple Completion</td> <td><input type="checkbox"/> Water Shut-Off</td> </tr> <tr> <td colspan="2"><input checked="" type="checkbox"/> Other ONE YEAR EXTENSION</td> </tr> </table> <p>Approximate date work will start _____</p>	<input type="checkbox"/> Abandon	<input type="checkbox"/> New Construction	<input type="checkbox"/> Repair Casing	<input type="checkbox"/> Pull or Alter Casing	<input type="checkbox"/> Change of Plans	<input type="checkbox"/> Recomplete	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Reperforate	<input type="checkbox"/> Fracture Treat or Acidize	<input type="checkbox"/> Vent or Flare	<input type="checkbox"/> Multiple Completion	<input type="checkbox"/> Water Shut-Off	<input checked="" type="checkbox"/> Other ONE YEAR EXTENSION		<p align="center">SUBSEQUENT REPORT (Submit Original Form Only)</p> <table style="width:100%;"> <tr> <td><input type="checkbox"/> Abandon</td> <td><input type="checkbox"/> New Construction</td> </tr> <tr> <td><input type="checkbox"/> Repair Casing</td> <td><input type="checkbox"/> Pull or Alter Casing</td> </tr> <tr> <td><input type="checkbox"/> Change of Plans</td> <td><input type="checkbox"/> Reperforate</td> </tr> <tr> <td><input type="checkbox"/> Convert to Injection</td> <td><input type="checkbox"/> Vent or Flare</td> </tr> <tr> <td><input type="checkbox"/> Fracture Treat or Acidize</td> <td><input type="checkbox"/> Water Shut-Off</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Other _____</td> </tr> </table> <p>Date of work completion _____</p> <p align="center">Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.</p> <p align="center">* Must be accompanied by a cement verification report.</p>	<input type="checkbox"/> Abandon	<input type="checkbox"/> New Construction	<input type="checkbox"/> Repair Casing	<input type="checkbox"/> Pull or Alter Casing	<input type="checkbox"/> Change of Plans	<input type="checkbox"/> Reperforate	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Vent or Flare	<input type="checkbox"/> Fracture Treat or Acidize	<input type="checkbox"/> Water Shut-Off	<input type="checkbox"/> Other _____	
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<input type="checkbox"/> Fracture Treat or Acidize	<input type="checkbox"/> Water Shut-Off																										
<input type="checkbox"/> Other _____																											

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

**BERRY PETROEUM COMPANY RESPECTFULLY REQUESTS THAT THE APPROVED APPLICATION
TO DRILL FOR THE ABOVE SUBJECT WELL BE EXTENDED FOR A PERIOD OF ONE (1) YEAR.**

**Approved by the
Utah Division of
Oil, Gas and Mining**

STATE BOND #RLB0005651

Date: 05-22-08

By: [Signature]

COPY SENT TO OPERATOR

Date: 5.27.2008

Initials: KS

13	Name & Signature: <u>SHELLEY E. CROZIER</u> <u>[Signature]</u> Title: <u>REGULATORY & PERMITTING SPECIALIST</u> Date: <u>05/19/08</u>
----	---

(This space for Federal or State office use)

RECEIVED

MAY 20 2008

DIV. OF OIL, GAS & MINING

**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: 43-013-33590
Well Name: LC TRIBAL 12-34-46
Location: (NW/SW) 2059' FSL, 877' FWL, SEC. 34-T4S-R6W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 5/21/2007

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes ☐ No ☒

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes ☐ No ☒

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes ☐ No ☒

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes ☐ No ☒

Has the approved source of water for drilling changed? Yes ☐ No ☒

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes ☐ No ☒

Is bonding still in place, which covers this proposed well? Yes ☒ No ☐

Shelley Crozier
Signature

5/19/2008
Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

RECEIVED

MAY 20 2008

DIV. OF OIL, GAS & MINING

RECEIVED
VERNAL FIELD OFFICE

FORM APPROVED
OMB No. 1004-0137
Expires March 31, 2007

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

21
2008 MAY 27 PM 3 30


DEPT OF THE INTERIOR
BUREAU OF LAND MGMT

APPLICATION FOR PERMIT TO DRILL OR REENTER LAND

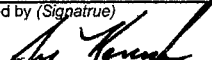
1a. TYPE OF WORK <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		7. Unit or CA Agreement, Name and No. N/A	
1b. Type of Well: <input checked="" type="checkbox"/> Oil well <input type="checkbox"/> Gas well <input type="checkbox"/> Other <input checked="" type="checkbox"/> Single zone <input type="checkbox"/> Multiple zone		8. Lease Name and Well No. LC TRIBAL 12-34-46	
2. Name of Operator BERRY PETROLEUM COMPANY		9. API Well No. 43-013-33590	
3a. Address 4000 SOUTH 4028 WEST RT. 2 BOX 7735, ROOSEVELT, UT. 84066		3b. Phone No. (include area code) (435) 722-1325	
4. Location of Well (Report location clearly and in accordance with any State requirements.) At surface (NW/SW) 2059' FSL, 877' FWL At proposed prod. zone SAME AS ABOVE		10. Field and Pool, or Exploratory LAKE CANYON	
11. Sec., T. R. M. or BLK. and Survey or Area SEC. 34, T.4S., R.6W. U.S.B.&M.		12. County or Parrish DUCHESNE	
13. State UTAH		14. Distance in miles and direction from nearest town or post office* 13.2 MILES FROM DUCHESNE, UTAH	
15. Distance from proposed* location to nearest property of lease line, ft. (Also to nearest drig. Unit line, if any) 877'		16. No. of acres in lease 80.00	
17. Spacing Unit dedicated to this well 40		18. Distance from proposed* to nearest well, drilling, completed, applied for, on this lease, ft. N/A	
19. Proposed Depth 6120'		20. BLM/BIA Bond No. on file UTB000035 / RLB0005750	
21. Elevations (Show whether DF, KDB, RT, GR, etc.) 7349' GR		22. Approximate date work will start* REFER TO BPC SOP PLAN	
23. Estimated duration REFER TO BPC SOP PLAN		24. Attachments	

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

- Well plat certified by a registered surveyor.
- A Drilling Plan.
- A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
- Bond to cover the operations unless covered by an existing bond on file (see item 20 above).
- Operator certification.
- Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature 	Name (Printed/Typed) SHELLEY E. CROZIER	Date 03/16/07
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Title
REGULATORY & PERMITTING SPECIALIST

Approved by (Signature) 	Name (Printed/Typed) Terry Kenwick	Date 6-10-2008
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Title Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE
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Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Conditions of approval, if any, are attached.

CONDITIONS OF APPROVAL ATTACHED

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

*(Instructions on page 2)

NOTICE OF APPROVAL

RECEIVED

JUN 12 2008

DIV. OF OIL, GAS & MINING

UDOGM



UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: **Berry Petroleum Company**
Well No: **LC Tribal 12-34-46**
API No: **43-013-33590**

Location: **NWSW, Sec. 34, T4S, R6W**
Lease No: **14-20-H62-5500 (EDA)**
Agreement: **N/A**

Title	Name	Office Phone Number	Cell Phone Number
Petroleum Engineer:	Matt Baker	(435) 781-4490	(435) 828-4470
Petroleum Engineer:	Michael Lee	(435) 781-4432	(435) 828-7875
Petroleum Engineer:	James Ashley	(435) 781-4470	(435) 828-7874
Petroleum Engineer:	Ryan Angus	(435) 781-4430	(435) 828-7368
Supervisory Petroleum Technician:	Jamie Sparger	(435) 781-4502	(435) 828-3913
Supervisory NRS/Enviro Scientist:	Karl Wright	(435) 781-4484	(435) 828-7381
NRS/Enviro Scientist:		(435) 781-4475	(435) 828-4029
NRS/Enviro Scientist:	Holly Villa	(435) 781-4404	(435) 828-3544
NRS/Enviro Scientist:		(435) 781-4476	
NRS/Enviro Scientist:	Chuck Macdonald	(435) 781-4441	(435) 828-7482
NRS/Enviro Scientist:		(435) 781-3400	(435) 828-3544
NRS/Enviro Scientist:	Michael Cutler	(435) 781-3401	(435) 828-3546
NRS/Enviro Scientist:	Anna Figueroa	(435) 781-3407	(435) 828-3548
NRS/Enviro Scientist:	Verlyn Pindell	(435) 781-3402	(435) 828-3547
NRS/Enviro Scientist:	Darren Williams	(435) 781-4447	(435) 828-4029
NRS/Enviro Scientist:	Nathan Packer	(435) 781-3405	(435) 828-3545

Fax: (435) 781-3420

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Construction Activity	- The Ute Tribe Energy & Minerals Dept. shall be notified in writing 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion	- Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion.
Spud Notice (Notify Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings.
BOP & Related Equipment Tests (Notify Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify Petroleum Engineer)	- Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

**SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

**CONDITIONS OF APPROVAL, SURFACE USE PROGRAM
FROM:
STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING**

Company/Operator: Berry Petroleum Company

Well Details: See Table below:

Well Name/Number	Legal Location	Lease Number	API #
L C Tribal 12-34-46	NWSW sec. 34, T4S R6W	14-20-H62-5500	43-013-33590
L C Tribal 14-34-46	SESW sec. 34, T4S R6W	14-20-H62-5500	43-013-33589
L C Tribal 16-3-56	SESE sec. 3, T5S R6W	14-20-H62-5500	43-013-33591

1. General:
Compliance with requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for Permit to Drill (APD).
2. Notification Requirements:
 - a) Notify the Division within 24 hours of spudding the well.
 - Contact Carol Daniels at 801-538-5284
 - b) Notify the Division prior to commencing operations to plug and abandon the well.
 - Contact Dustin Doucet at 801-538-5281
3. Reporting Requirements:
All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.
4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.
5. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).
6. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis, by filing a Request for Agency Action with the Board.

ADDITIONAL CONDITIONS OF APPROVAL:

- A closed loop mud circulation system will be used. But if the reserve pit alternative is chosen, a synthetic liner with a minimum thickness of 16 mils, and felt subliner, shall be properly installed and maintained in the reserve pit.
- For any other additional stipulations, see the State of Utah, Department of Natural Resources, Division of Oil, Gas and Mining approval letter, and "Application for Permit to Drill, Statement of Basis".

**DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

SITE SPECIFIC DOWNHOLE COAs:

- Logging: Run Gamma Ray from TD to surface.

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person

making the report (along with a telephone number) should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in LAS format to UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- In accordance with 43 CFR 3162.4-3, this well shall be reported on the "Monthly Report of Operations" (Oil and Gas Operations Report ((OGOR)) starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report shall be filed in duplicate, directly with the Minerals Management Service, P.O. Box 17110, Denver, Colorado 80217-0110, or call 1-800-525-7922 (303) 231-3650 for reporting information.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (¼¼, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or

data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-5500 (EDA)
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 4000 S. 4028 W. CITY Roosevelt STATE UT ZIP 84066		7. UNIT or CA AGREEMENT NAME:
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2059' FSL, 877' FWL		8. WELL NAME and NUMBER: LC TRIBAL 12-34-46
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSW 34 T4S R6W		9. API NUMBER: 4301333590
COUNTY: DUCHESNE		10. FIELD AND POOL, OR WILDCAT: LAKE CANYON
STATE: UTAH		

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: 1 YR. EXTENSION
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BERRY PETROLEUM COMPANY RESPECTFULLY REQUESTS THAT THE APPROVED APPLICATION TO DRILL FOR THE ABOVE SUBJECT WELL BE EXTENDED FOR A PERIOD OF ONE (1) YEAR.

Approved by the
Utah Division of
Oil, Gas and Mining

STATE BOND # RLB0005651

COPY SENT TO OPERATOR

Date: 5.12.2009
Initials: KS

Date: 05-11-09
By: [Signature]

NAME (PLEASE PRINT) <u>SHELLEY E. CROZIER</u>	TITLE <u>REGULATORY & PERMITTING SPECIALIST</u>
SIGNATURE <u>[Signature]</u>	DATE <u>5/7/2009</u>

(This space for State use only)

RECEIVED
MAY 11 2009
DIV. OF OIL, GAS & MINING

**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: 43-013-33590
Well Name: LC TRIBAL 12-34-46
Location: (NW/SW) 2059' FSL, 877' FWL, SEC. 34-T4S-R6W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 5/21/2007

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes ☐ No ☒

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes ☐ No ☒

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes ☐ No ☒

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes ☐ No ☒

Has the approved source of water for drilling changed? Yes ☐ No ☒

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes ☐ No ☒

Is bonding still in place, which covers this proposed well? Yes ☒ No ☐

Shelley E. Crozier
Signature

5/7/2009

Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

RECEIVED

MAY 11 2009

DIV. OF OIL, GAS & MINING

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED

APR 09 2010

FORM APPROVED
OMB NO. 1004-0135
Expires: July 31, 2010**SUNDRY NOTICES AND REPORTS ON WELLS**
Do not use this form for proposals to drill or to re-enter an abandoned well. Use form 3160-3 (APD) for such proposals.

BLM

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No. 2OG0005500
2. Name of Operator BERRY PETROLEUM COMPANY		6. If Indian, Allottee or Tribe Name UINTAH AND OURAY
Contact: KATHY K FIELDSTED E-Mail: kkf@bry.com		7. If Unit or CA/Agreement, Name and/or No.
3a. Address ROUTE 2, BOX 7735 ROOSEVELT, UT 84066	3b. Phone No. (include area code) Ph: 435-722-1325 Fx: 435-722-1321	8. Well Name and No. LC TRIBAL 12-34-46
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Sec 34 T4S R6W NWSW 2059FSL 877FWL		9. API Well No. 43-013-33590-00-X1
		10. Field and Pool, or Exploratory UNDESIGNATED
		11. County or Parish, and State DUCHESNE COUNTY, UT

12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	Change to Original
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	PD

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

BERRY PETROLEUM COMPANY RESPECTFULLY REQUESTS THAT THE APPROVED APPLICATION TO DRILL FOR THE ABOVE SUBJECT WELL BE EXTENDED FOR A PERIOD OF TWO (2) YEARS.

THE APD WAS ORIGINALLY APPROVED ON JUNE 10, 2008.

RECEIVED

MAY 06 2010

CONDITIONS OF APPROVAL ATTACHED
DIV. OF OIL, GAS & MINING

VERNAL FIELD OFFICE

ENG. _____

GEOL. _____

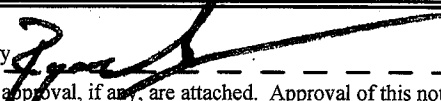
E.S. _____

PET. _____

REC. _____

14. I hereby certify that the foregoing is true and correct.	
Electronic Submission #84518 verified by the BLM Well Information System	
For BERRY PETROLEUM COMPANY, sent to the Vernal	
Committed to AFMSS for processing by GAIL JENKINS on 04/12/2010 (10GJ1378SE)	
Name (Printed/Typed) KATHY K FIELDSTED	Title REGULATORY & PERMITTING TECH
Signature (Electronic Submission)	Date 04/09/2010

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By 	Title Petroleum Engineer	APR 18 2010
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.		Date
Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.		Office

UDOGM

** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED **

Revisions to Operator-Submitted EC Data for Sundry Notice #84518

	Operator Submitted	BLM Revised (AFMSS)
Sundry Type:	OTHER NOI	APDCH NOI
Lease:	2OG0005500	2OG0005500
Agreement:		
Operator:	BERRY PETROLEUM ROUTE 2 BOX 7735 4000 SO 4028 WEST ROOSEVELT, UT 84066 Ph: 435-722-1325	BERRY PETROLEUM COMPANY ROUTE 2, BOX 7735 ROOSEVELT, UT 84066 Ph: 435.722.1325 Fx: 435.722.1321
Admin Contact:	KATHY K FIELDSTED SR. REGULATORY & PERMITTING TE E-Mail: kkf@bry.com Cell: 435-823-1920 Ph: 435-722-1325 Fx: 435-722-1321	KATHY K FIELDSTED REGULATORY & PERMITTING TECH E-Mail: kkf@bry.com Cell: 435-823-1920 Ph: 435-722-1325 Fx: 435-722-1321
Tech Contact:	KATHY K FIELDSTED SR. REGULATORY & PERMITTING TE E-Mail: kkf@bry.com Cell: 435-823-1920 Ph: 435-722-1325 Fx: 435-722-1321	KATHY K FIELDSTED REGULATORY & PERMITTING TECH E-Mail: kkf@bry.com Cell: 435-823-1920 Ph: 435-722-1325 Fx: 435-722-1321
Location:		
State:	UT	UT
County:	DUCHESNE	DUCHESNE
Field/Pool:	LAKE CANYON	UNDESIGNATED
Well/Facility:	LC TRIBAL 12-34-46 Sec 34 T4S R6W NWSW 2059FSL 877FWL	LC TRIBAL 12-34-46 Sec 34 T4S R6W NWSW 2059FSL 877FWL

CONDITIONS OF APPROVAL

Berry Petroleum Company

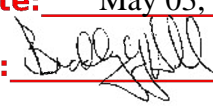
Notice of Intent APD Extension

Lease: 2OG0005500
Well: LC Tribal 12-34-46
Location: NWSW Sec 34-T4S-R6W

An extension for the referenced APD is granted with the following conditions:

1. The extension and APD shall expire on 6/10/2012.
2. No other extensions shall be granted.

If you have any other questions concerning this matter, please contact Ryan Angus of this office at (435) 781-4430.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9			
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-5500			
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE			
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		7. UNIT or CA AGREEMENT NAME:			
3. ADDRESS OF OPERATOR: 4000 South 4028 West Rt 2 Box 7735 , Roosevelt, UT, 84066		8. WELL NAME and NUMBER: LC TRIBAL 12-34-46			
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2059 FSL 0877 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSW Section: 34 Township: 04.0S Range: 06.0W Meridian: U		9. API NUMBER: 43013335900000			
PHONE NUMBER: 303 999-4044 Ext		9. FIELD and POOL or WILDCAT: ALTAMONT			
COUNTY: DUCHESNE		STATE: UTAH			
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA					
TYPE OF SUBMISSION	TYPE OF ACTION				
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 5/21/2011 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: _____ </td> </tr> </table>		<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: _____
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12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. BERRY PETROLEUM RESPECTFULLY REQUESTS THAT THE APPROVED APPLICATION TO DRILL FOR THE ABOVE SUBJECT WELL BE EXTENDED FOR THE PERIOD OF ONE (1) YEAR.					
<div style="text-align: right;"> Approved by the Utah Division of Oil, Gas and Mining </div>		Date: May 03, 2010			
<div style="text-align: right;"> By:  </div>					
NAME (PLEASE PRINT) Kathy K. Fieldsted	PHONE NUMBER 435 722-1325	TITLE Sr. Regulatory & Permitting Tech.			
SIGNATURE N/A	DATE 4/29/2010				

RECEIVED April 29, 2010



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013335900000

API: 43013335900000

Well Name: LC TRIBAL 12-34-46

Location: 2059 FSL 0877 FWL QTR NWSW SEC 34 TWNP 040S RNG 060W MER U

Company Permit Issued to: BERRY PETROLEUM COMPANY

Date Original Permit Issued: 5/21/2007

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? ☐ Yes ☒ No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? ☐ Yes ☒ No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? ☐ Yes ☒ No
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- Has the approved source of water for drilling changed? ☐ Yes ☒ No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? ☐ Yes ☒ No
- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

**Approved by the
Utah Division of
Oil, Gas and Mining**

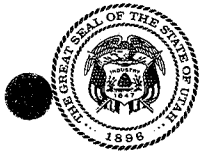
Signature: Kathy K. Fieldsted

Date: 4/29/2010

Title: Sr. Regulatory & Permitting Tech. **Representing:** BERRY PETROLEUM COMPANY **Date:** May 03, 2010

By: 

RECEIVED April 29, 2010



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

May 18, 2011

43 013 33590
LC Tribal 12-3A-46
4S 6W 34

Kathy Fieldsted
Berry Petroleum Company
Rt. 2, Box 7735
Roosevelt, UT 84066

Re: APDs Rescinded for Berry Petroleum Company
Duchesne County

Dear Ms. Fieldsted:

Enclosed find the list of APDs that are being rescinded per your request to Berry Petroleum Company. No drilling activity at these locations has been reported to the division. Therefore, approval to drill these wells is hereby rescinded, effective May 11, 2011.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,

Diana Mason
Environmental Scientist

cc: Well File
Bureau of Land Management, Vernal

43-013-33592 LC Tribal 10-9D-56

43-013-33629 LC Tribal 15-3D-56

43-013-33633 LC Tribal 14-22D-46

43-013-33637 Ute Tribal 1-29D-55

43-013-33589 LC Tribal 14-34-46

→ 43-013-33590 LC Tribal 12-34-46

43-013-33695 Ute Tribal G-21D-55



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

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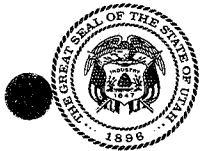
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GREGORY S. BELL
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State of Utah

DEPARTMENT OF NATURAL RESOURCES

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Division of Oil, Gas and Mining

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GARY R. HERBERT
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State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

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